

1 AN ACT concerning business organizations.

2 Be it enacted by the People of the State of Illinois,
3 represented in the General Assembly:

4 Section 5. The Business Corporation Act of 1983 is
5 amended by changing Sections 1.10, 1.80, 2.10, 2.15, 2.20,
6 4.05, 5.05, 5.10, 5.20, 5.25, 5.30, 8.75, 9.20, 10.30, 10.35,
7 11.25, 11.30, 11.39, 11.40, 11.45, 12.20, 12.25, 12.35,
8 12.45, 12.80, 13.05, 13.10, 13.15, 13.20, 13.25, 13.30,
9 13.35, 13.40, 13.45, 13.50, 13.55, 13.60, 13.70, 14.05,
10 14.35, 15.10, 15.50, 15.55, 15.65, 15.70, 15.75, and 15.95 as
11 follows:

12 (805 ILCS 5/1.10) (from Ch. 32, par. 1.10)

13 Sec. 1.10. Forms, execution, acknowledgment and filing.

14 (a) All reports required by this Act to be filed in the
15 office of the Secretary of State shall be made on forms which
16 shall be prescribed and furnished by the Secretary of State.
17 Forms for all other documents to be filed in the office of
18 the Secretary of State shall be furnished by the Secretary of
19 State on request therefor, but the use thereof, unless
20 otherwise specifically prescribed in this Act, shall not be
21 mandatory.

22 (b) Whenever any provision of this Act specifically
23 requires any document to be executed by the corporation in
24 accordance with this Section, unless otherwise specifically
25 stated in this Act and subject to any additional provisions
26 of this Act, such document shall be executed, in ink, as
27 follows:

28 (1) The articles of incorporation, and any other
29 document to be filed before the election of the initial board
30 of directors if the initial directors were not named in the
31 articles of incorporation, shall be signed by the

1 incorporator or incorporators.

2 (2) All other documents shall be signed:

3 (i) By the president, a vice-president, the secretary,
4 an assistant secretary, the treasurer, or other officer duly
5 authorized by the board of directors of the corporation to
6 execute the document; or (i)--By--the--president--or--a
7 vice-president--and--verified--by--him--or--her,--and--attested--by
8 the--secretary--or--an--assistant--secretary--(or--by--such--officers
9 as--may--be--duly--authorized---to---exercise---the---duties,
10 respectively,---ordinarily--exercised--by--the--president--or
11 vice-president--and--by--the--secretary--or--assistant--secretary--of
12 a--corporation);--or

13 (ii) If it shall appear from the document that there are
14 no such officers, then by a majority of the directors or by
15 such directors as may be designated by the board; or

16 (iii) If it shall appear from the document that there
17 are no such officers or directors, then by the holders of
18 record, or such of them as may be designated by the holders
19 of record of a majority of all outstanding shares; or

20 (iv) By the holders of all outstanding shares; or

21 (v) If the corporate assets are in the possession of a
22 receiver, trustee or other court appointed officer, then by
23 the fiduciary or the majority of them if there are more than
24 one.

25 (c) The name of a person signing the document and the
26 capacity in which he or she signs shall be stated beneath or
27 opposite his or her signature.

28 (d) Whenever any provision of this Act requires any
29 document to be verified, such requirement is satisfied by
30 either:

31 (1) The formal acknowledgment by the person or one of
32 the persons signing the instrument that it is his or her act
33 and deed or the act and deed of the corporation, as the case
34 may be, and that the facts stated therein are true. Such

1 acknowledgment shall be made before a person who is
2 authorized by the law of the place of execution to take
3 acknowledgments of deeds and who, if he or she has a seal of
4 office, shall affix it to the instrument.

5 (2) The signature, without more, of the person or
6 persons signing the instrument, in which case such signature
7 or signatures shall constitute the affirmation or
8 acknowledgment of the signatory, under penalties of perjury,
9 that the instrument is his or her act and deed or the act and
10 deed of the corporation, as the case may be, and that the
11 facts stated therein are true.

12 (e) Whenever any provision of this Act requires any
13 document to be filed with the Secretary of State or in
14 accordance with this Section, such requirement means that:

15 (1) The original signed document, and if in duplicate ~~or~~
16 ~~triplicate~~ as provided by this Act, one ~~or two~~ true copy
17 ~~copies~~, which may be signed, carbon or photocopy ~~photo~~
18 ~~copies~~, shall be delivered to the office of the Secretary of
19 State.

20 (2) All fees, taxes and charges authorized by law to be
21 collected by the Secretary of State in connection with the
22 filing of the document shall be tendered to the Secretary of
23 State.

24 (3) If the Secretary of State finds that the document
25 conforms to law, he or she shall, when all fees, taxes and
26 charges have been paid as in this Act prescribed:

27 (i) Endorse on the original and on the each true copy,
28 if any, the word "filed" and the month, day and year thereof;

29 (ii) File the original in his or her office;

30 (iii) (Blank) ~~Where so provided by this Act, issue a~~
31 ~~certificate or certificates, as the case may be, to which he~~
32 ~~or she shall affix the true copy or true copies; or~~

33 (iv) If the filing is in duplicate, he or she shall
34 return one true copy, with a certificate, if any, affixed

1 thereto, to the corporation or its representative who shall
 2 file such document for record in the office of the recorder
 3 of the county in which the registered office of the
 4 corporation is situated in this State within 15 days after
 5 the mailing thereof by the Secretary of State, unless such
 6 document cannot with reasonable diligence be filed within
 7 such time, in which case it shall be filed as soon thereafter
 8 as may be reasonably possible. ~~7-er~~

9 ~~(v) If the filing is in triplicate, he or she shall~~
 10 ~~return one true copy, with a certificate, if any, affixed~~
 11 ~~thereto, to the corporation or its representative and file~~
 12 ~~the second true copy in the office of the recorder of the~~
 13 ~~county in which the registered office of the corporation is~~
 14 ~~situated in this State, to be recorded by such recorder.~~

15 (f) If another Section of this Act specifically
 16 prescribes a manner of filing or executing a specified
 17 document which differs from the corresponding provisions of
 18 this Section, then the provisions of such other Section shall
 19 govern.

20 (Source: P.A. 84-924.)

21 (805 ILCS 5/1.80) (from Ch. 32, par. 1.80)

22 Sec. 1.80. Definitions. As used in this Act, unless the
 23 context otherwise requires, the words and phrases defined in
 24 this Section shall have the meanings set forth herein.

25 (a) "Corporation" or "domestic corporation" means a
 26 corporation subject to the provisions of this Act, except a
 27 foreign corporation.

28 (b) "Foreign corporation" means a corporation for profit
 29 organized under laws other than the laws of this State, but
 30 shall not include a banking corporation organized under the
 31 laws of another state or of the United States, a foreign
 32 banking corporation organized under the laws of a country
 33 other than the United States and holding a certificate of

1 authority from the Commissioner of Banks and Real Estate
2 issued pursuant to the Foreign Banking Office Act, or a
3 banking corporation holding a license from the Commissioner
4 of Banks and Real Estate issued pursuant to the Foreign Bank
5 Representative Office Act.

6 (c) "Articles of incorporation" means the original
7 articles of incorporation, including the articles of
8 incorporation of a new corporation set forth in the articles
9 of consolidation, and all amendments thereto, whether
10 evidenced by articles of amendment, articles of merger,
11 articles of exchange, statement of correction affecting
12 articles, resolution establishing series of shares or a
13 statement of cancellation under Section 9.05. Restated
14 articles of incorporation shall supersede the original
15 articles of incorporation and all amendments thereto prior to
16 the effective date of filing the articles of amendment
17 incorporating the restated articles of incorporation.

18 (d) "Subscriber" means one who subscribes for shares in
19 a corporation, whether before or after incorporation.

20 (e) "Incorporator" means one of the signers of the
21 original articles of incorporation.

22 (f) "Shares" means the units into which the proprietary
23 interests in a corporation are divided.

24 (g) "Shareholder" means one who is a holder of record of
25 shares in a corporation.

26 (h) "Certificate" representing shares means a written
27 instrument executed by the proper corporate officers, as
28 required by Section 6.35 of this Act, evidencing the fact
29 that the person therein named is the holder of record of the
30 share or shares therein described. If the corporation is
31 authorized to issue uncertificated shares in accordance with
32 Section 6.35 of this Act, any reference in this Act to shares
33 represented by a certificate shall also refer to
34 uncertificated shares and any reference to a certificate

1 representing shares shall also refer to the written notice in
2 lieu of a certificate provided for in Section 6.35.

3 (i) "Authorized shares" means the aggregate number of
4 shares of all classes which the corporation is authorized to
5 issue.

6 (j) "Paid-in capital" means the sum of the cash and
7 other consideration received, less expenses, including
8 commissions, paid or incurred by the corporation, in
9 connection with the issuance of shares, plus any cash and
10 other consideration contributed to the corporation by or on
11 behalf of its shareholders, plus amounts added or transferred
12 to paid-in capital by action of the board of directors or
13 shareholders pursuant to a share dividend, share split, or
14 otherwise, minus reductions as provided elsewhere in this
15 Act. Irrespective of the manner of designation thereof by
16 the laws under which a foreign corporation is or may be
17 organized, paid-in capital of a foreign corporation shall be
18 determined on the same basis and in the same manner as
19 paid-in capital of a domestic corporation, for the purpose of
20 computing license fees, franchise taxes and other charges
21 imposed by this Act.

22 (k) "Net assets", for the purpose of determining the
23 right of a corporation to purchase its own shares and of
24 determining the right of a corporation to declare and pay
25 dividends and make other distributions to shareholders is
26 equal to the difference between the assets of the corporation
27 and the liabilities of the corporation.

28 (l) "Registered office" means that office maintained by
29 the corporation in this State, the address of which is on
30 file in the office of the Secretary of State, at which any
31 process, notice or demand required or permitted by law may be
32 served upon the registered agent of the corporation.

33 (m) "Insolvent" means that a corporation is unable to
34 pay its debts as they become due in the usual course of its

1 business.

2 (n) "Anniversary" means that day each year exactly one
3 or more years after:

4 (1) the date ~~on--the--certificate~~ of filing the
5 articles of incorporation prescribed by ~~issued-under~~
6 Section 2.10 of this Act, in the case of a domestic
7 corporation;

8 (2) the date ~~on--the--certificate~~ of filing the
9 application for authority prescribed by ~~issued--under~~
10 Section 13.15 of this Act, in the case of a foreign
11 corporation; or

12 (3) the date ~~on--the--certificate~~ of filing the
13 articles of consolidation prescribed by ~~issued-under~~
14 Section 11.25 of this Act in the case of a consolidation,
15 unless the plan of consolidation provides for a delayed
16 effective date, pursuant to Section 11.40.

17 (o) "Anniversary month" means the month in which the
18 anniversary of the corporation occurs.

19 (p) "Extended filing month" means the month (if any)
20 which shall have been established in lieu of the
21 corporation's anniversary month in accordance with Section
22 14.01.

23 (q) "Taxable year" means that 12 month period commencing
24 with the first day of the anniversary month of a corporation
25 through the last day of the month immediately preceding the
26 next occurrence of the anniversary month of the corporation,
27 except that in the case of a corporation that has established
28 an extended filing month "taxable year" means that 12 month
29 period commencing with the first day of the extended filing
30 month through the last day of the month immediately preceding
31 the next occurrence of the extended filing month.

32 (r) "Fiscal year" means the 12 month period with respect
33 to which a corporation ordinarily files its federal income
34 tax return.

1 (s) "Close corporation" means a corporation organized
2 under or electing to be subject to Article 2A of this Act,
3 the articles of incorporation of which contain the provisions
4 required by Section 2.10, and either the corporation's
5 articles of incorporation or an agreement entered into by all
6 of its shareholders provide that all of the issued shares of
7 each class shall be subject to one or more of the
8 restrictions on transfer set forth in Section 6.55 of this
9 Act.

10 (t) "Common shares" means shares which have no
11 preference over any other shares with respect to distribution
12 of assets on liquidation or with respect to payment of
13 dividends.

14 (u) "Delivered", for the purpose of determining if any
15 notice required by this Act is effective, means:

16 (1) transferred or presented to someone in person;
17 or

18 (2) deposited in the United States Mail addressed
19 to the person at his, her or its address as it appears on
20 the records of the corporation, with sufficient
21 first-class postage prepaid thereon.

22 (v) "Property" means gross assets including, without
23 limitation, all real, personal, tangible, and intangible
24 property.

25 (w) "Taxable period" means that 12-month period
26 commencing with the first day of the second month preceding
27 the corporation's anniversary month in the preceding year and
28 prior to the first day of the second month immediately
29 preceding its anniversary month in the current year, except
30 that, in the case of a corporation that has established an
31 extended filing month, "taxable period" means that 12-month
32 period ending with the last day of its fiscal year
33 immediately preceding the extended filing month. In the case
34 of a newly formed domestic corporation or a newly registered

1 foreign corporation that had not commenced transacting
 2 business in this State prior to obtaining a--certificate--of
 3 authority, "taxable period" means that period commencing with
 4 the filing of the articles issuance--of-a-certificate of
 5 incorporation or, in the case of a foreign corporation, of
 6 filing of the application for a-certificate-of authority, and
 7 prior to the first day of the second month immediately
 8 preceding its anniversary month in the next succeeding year.

9 (x) "Treasury shares" mean (1) shares of a corporation
 10 that have been issued, have been subsequently acquired by and
 11 belong to the corporation, and have not been cancelled or
 12 restored to the status of authorized but unissued shares and
 13 (2) shares (i) declared and paid as a share dividend on the
 14 shares referred to in clause (1) or this clause (2), or (ii)
 15 issued in a share split of the shares referred to in clause
 16 (1) or this clause (2). Treasury shares shall be deemed to
 17 be "issued" shares but not "outstanding" shares. Treasury
 18 shares may not be voted, directly or indirectly, at any
 19 meeting or otherwise. Shares converted into or exchanged for
 20 other shares of the corporation shall not be deemed to be
 21 treasury shares.

22 (Source: P.A. 89-508, eff. 7-3-96; 90-301, eff. 8-1-97;
 23 90-421, eff. 1-1-98; 90-655, eff. 7-30-98.)

24 (805 ILCS 5/2.10) (from Ch. 32, par. 2.10)

25 Sec. 2.10. Articles of Incorporation. The articles of
 26 incorporation shall be executed and filed in duplicate in
 27 accordance with Section 1.10 of this Act.

28 (a) The articles of incorporation must set forth:

29 (1) a corporate name for the corporation that
 30 satisfies the requirements of this Act;

31 (2) the purpose or purposes for which the
 32 corporation is organized, which may be stated to be, or
 33 to include, the transaction of any or all lawful

1 businesses for which corporations may be incorporated
2 under this Act;

3 (3) the address of the corporation's initial
4 registered office and the name of its initial registered
5 agent at that office;

6 (4) the name and address of each incorporator;

7 (5) the number of shares of each class the
8 corporation is authorized to issue;

9 (6) the number and class of shares which the
10 corporation proposes to issue without further report to
11 the Secretary of State, and the consideration to be
12 received, less expenses, including commissions, paid or
13 incurred in connection with the issuance of shares, by
14 the corporation therefor. If shares of more than one
15 class are to be issued, the consideration for shares of
16 each class shall be separately stated;

17 (7) if the shares are divided into classes, the
18 designation of each class and a statement of the
19 designations, preferences, qualifications, limitations,
20 restrictions, and special or relative rights with respect
21 to the shares of each class; and

22 (8) if the corporation may issue the shares of any
23 preferred or special class in series, then the
24 designation of each series and a statement of the
25 variations in the relative rights and preferences of the
26 different series, if the same are fixed in the articles
27 of incorporation, or a statement of the authority vested
28 in the board of directors to establish series and
29 determine the variations in the relative rights and
30 preferences of the different series.

31 (b) The articles of incorporation may set forth:

32 (1) the names and business residential addresses of
33 the individuals who are to serve as the initial
34 directors;

1 (2) provisions not inconsistent with law with
2 respect to:

3 (i) managing the business and regulating the
4 affairs of the corporation;

5 (ii) defining, limiting, and regulating the
6 rights, powers and duties of the corporation, its
7 officers, directors and shareholders;

8 (iii) authorizing and limiting the preemptive
9 right of a shareholder to acquire shares, whether
10 then or thereafter authorized;

11 (iv) an estimate, expressed in dollars, of the
12 value of all the property to be owned by the
13 corporation for the following year, wherever
14 located, and an estimate of the value of the
15 property to be located within this State during such
16 year, and an estimate, expressed in dollars, of the
17 gross amount of business which will be transacted by
18 it during such year and an estimate of the gross
19 amount thereof which will be transacted by it at or
20 from places of business in this State during such
21 year; or

22 (v) superseding any provision of this Act that
23 requires for approval of corporate action a
24 two-thirds vote of the shareholders by specifying
25 any smaller or larger vote requirement not less than
26 a majority of the outstanding shares entitled to
27 vote on the matter and not less than a majority of
28 the outstanding shares of each class of shares
29 entitled to vote as a class on the matter.

30 (3) a provision eliminating or limiting the
31 personal liability of a director to the corporation or
32 its shareholders for monetary damages for breach of
33 fiduciary duty as a director, provided that the provision
34 does not eliminate or limit the liability of a director

1 (i) for any breach of the director's duty of loyalty to
2 the corporation or its shareholders, (ii) for acts or
3 omissions not in good faith or that involve intentional
4 misconduct or a knowing violation of law, (iii) under
5 Section 8.65 of this Act, or (iv) for any transaction
6 from which the director derived an improper personal
7 benefit. No such provision shall eliminate or limit the
8 liability of a director for any act or omission occurring
9 before the date when the provision becomes effective.

10 (4) any provision that under this Act is required
11 or permitted to be set forth in the articles of
12 incorporation or by-laws.

13 (c) The articles of incorporation need not set forth any
14 of the corporate powers enumerated in this Act.

15 (d) The duration of a corporation is perpetual unless
16 otherwise specified in the articles of incorporation.

17 (e) If the data to which reference is made in
18 subparagraph (iv) of paragraph (2) of subsection (b) of this
19 Section is not included in the articles of incorporation, the
20 franchise tax provided for in this Act shall be computed on
21 the basis of the entire paid-in capital as set forth pursuant
22 to paragraph (6) of subsection (a) of this Section, until
23 such time as the data to which reference is made in
24 subparagraph (iv) of paragraph (2) of subsection (b) is
25 provided in accordance with either Section 14.05 or Section
26 14.25 of this Act.

27 When the provisions of this Section have been complied
28 with, the Secretary of State shall file the articles of
29 incorporation ~~issue-a-certificate-of-incorporation.~~

30 (Source: P.A. 88-43; 88-151; 88-670, eff. 12-2-94.)

31 (805 ILCS 5/2.15) (from Ch. 32, par. 2.15)

32 Sec. 2.15. Effect ~~of--issuance--of--certificate~~ of
33 incorporation. Upon the filing of the articles ~~issuance--of~~

1 ~~the--certificate~~ of incorporation by the Secretary of State,
2 the corporate existence shall begin, and such filing
3 ~~certificate--of--incorporation~~ shall be conclusive evidence,
4 except as against the State, that all conditions precedent
5 required to be performed by the incorporators have been
6 complied with and that the corporation has been incorporated
7 under this Act.

8 (Source: P.A. 83-1025.)

9 (805 ILCS 5/2.20) (from Ch. 32, par. 2.20)

10 Sec. 2.20. Organization of Corporation. (a) If there
11 are no preincorporation subscribers and if initial directors
12 are not named in the articles of incorporation, a meeting of
13 the incorporators shall be held at the call of a majority of
14 the incorporators for the purpose of naming the initial
15 directors.

16 (b) If there are preincorporation subscribers and if
17 initial directors are not named in the articles of
18 incorporation, the first meeting of shareholders shall be
19 held after the filing issuance of the articles certificate of
20 incorporation at the call of a majority of the incorporators
21 for the purpose of:

22 (1) electing initial directors;

23 (2) adopting by-laws if the articles of incorporation so
24 require or the shareholders so determine;

25 (3) such other matters as shall be stated in the notice
26 of the meeting.

27 (4) In lieu of a meeting, shareholder action may be
28 taken by consent in writing pursuant to Section 7.10 of this
29 Act.

30 (c) The first meeting of the initial directors shall be
31 held at the call of the majority of them for the purpose of:

32 (1) adopting by-laws if the shareholders have not
33 adopted them;

- 1 (2) electing officers; and
- 2 (3) transacting such other business as may come before
- 3 the meeting.

4 (d) At least three days written notice of an
 5 organizational meeting shall be given unless the persons
 6 entitled to such notice waive the same in writing, either
 7 before or after such meeting. An organizational meeting may
 8 be held either within or without this State.

9 (Source: P.A. 83-1025.)

10 (805 ILCS 5/4.05) (from Ch. 32, par. 4.05)

11 Sec. 4.05. Corporate name of domestic or foreign
 12 corporation.

13 (a) The corporate name of a domestic corporation or of a
 14 foreign corporation organized, existing or subject to the
 15 provisions of this Act:

16 (1) Shall contain, separate and apart from any
 17 other word or abbreviation in such name, the word
 18 "corporation", "company", "incorporated", or "limited",
 19 or an abbreviation of one of such words, and if the name
 20 of a foreign corporation does not contain, separate and
 21 apart from any other word or abbreviation, one of such
 22 words or abbreviations, the corporation shall add at the
 23 end of its name, as a separate word or abbreviation, one
 24 of such words or an abbreviation of one of such words.

25 (2) Shall not contain any word or phrase which
 26 indicates or implies that the corporation (i) is
 27 authorized or empowered to conduct the business of
 28 insurance, assurance, indemnity, or the acceptance of
 29 savings deposits; (ii) is authorized or empowered to
 30 conduct the business of banking unless otherwise
 31 permitted by the Commissioner of Banks and Real Estate
 32 pursuant to Section 46 of the Illinois Banking Act; or
 33 (iii) is authorized or empowered to be in the business of

1 a corporate fiduciary unless otherwise permitted by the
2 Commissioner of Banks and Real Estate under Section 1-9
3 of the Corporate Fiduciary Act. The word "trust",
4 "trustee", or "fiduciary" may be used by a corporation
5 only if it has first complied with Section 1-9 of the
6 Corporate Fiduciary Act. The word "bank", "banker" or
7 "banking" may only be used by a corporation if it has
8 first complied with Section 46 of the Illinois Banking
9 Act.

10 (3) Shall be distinguishable upon the records in
11 the office of the Secretary of State from the ~~corporate~~
12 name or assumed ~~corporate~~ name of any domestic
13 corporation or limited liability company organized under
14 the Limited Liability Company Act, whether profit or not
15 for profit, existing under any Act of this State or of
16 the name or assumed name of any foreign corporation or
17 foreign limited liability company registered under the
18 Limited Liability Company Act, whether profit or not for
19 profit, authorized to transact business in this State, or
20 a name the exclusive right to which is, at the time,
21 reserved or registered in the manner provided in this Act
22 or Section 1-15 of the Limited Liability Company Act,
23 except that, subject to the discretion of the Secretary
24 of State, a foreign corporation that has a name
25 prohibited by this paragraph may be issued a certificate
26 of authority to transact business in this State, if the
27 foreign corporation:

28 (i) Elects to adopt an assumed corporate name
29 or names in accordance with Section 4.15 of this
30 Act; and

31 (ii) Agrees in its application for a
32 certificate of authority to transact business in
33 this State only under such assumed corporate name or
34 names.

1 (4) Shall contain the word "trust", if it be a
2 domestic corporation organized for the purpose of
3 accepting and executing trusts, shall contain the word
4 "pawners", if it be a domestic corporation organized as a
5 pawners' society, and shall contain the word
6 "cooperative", if it be a domestic corporation organized
7 as a cooperative association for pecuniary profit.

8 (5) Shall not contain a word or phrase, or an
9 abbreviation or derivation thereof, the use of which is
10 prohibited or restricted by any other statute of this
11 State unless such restriction has been complied with.

12 (6) Shall consist of letters of the English
13 alphabet, Arabic or Roman numerals, or symbols capable of
14 being readily reproduced by the office of the Secretary
15 of State.

16 (7) Shall be the name under which the corporation
17 shall transact business in this State unless the
18 corporation shall also elect to adopt an assumed
19 corporate name or names as provided in this Act;
20 provided, however, that the corporation may use any
21 divisional designation or trade name without complying
22 with the requirements of this Act, provided the
23 corporation also clearly discloses its corporate name.

24 (8) (Blank).

25 (b) The Secretary of State shall determine whether a
26 name is "distinguishable" from another name for purposes of
27 this Act. Without excluding other names which may not
28 constitute distinguishable names in this State, a name is not
29 considered distinguishable, for purposes of this Act, solely
30 because it contains one or more of the following:

31 (1) the word "corporation", "company",
32 "incorporated", or "limited", "limited liability" or an
33 abbreviation of one of such words;

34 (2) articles, conjunctions, contractions,

1 abbreviations, different tenses or number of the same
2 word;

3 (c) Nothing in this Section or Sections 4.15 or 4.20
4 shall:

5 (1) Require any domestic corporation existing or
6 any foreign corporation having a certificate of authority
7 on the effective date of this Act, to modify or otherwise
8 change its corporate name or assumed corporate name, if
9 any.

10 (2) Abrogate or limit the common law or statutory
11 law of unfair competition or unfair trade practices, nor
12 derogate from the common law or principles of equity or
13 the statutes of this State or of the United States with
14 respect to the right to acquire and protect copyrights,
15 trade names, trade marks, service names, service marks,
16 or any other right to the exclusive use of names or
17 symbols.

18 (Source: P.A. 89-508, eff. 7-3-96; 90-575, eff. 3-20-98.)

19 (805 ILCS 5/5.05) (from Ch. 32, par. 5.05)

20 Sec. 5.05. Registered office and registered agent. Each
21 domestic corporation and each foreign corporation having a
22 ~~eertificate-of~~ authority to transact business in this State
23 shall have and continuously maintain in this State:

24 (a) A registered office which may be, but need not be,
25 the same as its place of business in this State.

26 (b) A registered agent, which agent may be either an
27 individual, resident in this State, whose business office is
28 identical with such registered office, or a domestic
29 corporation or a foreign corporation authorized to transact
30 business in this State that is authorized by its articles of
31 incorporation to act as such agent, having a business office
32 identical with such registered office.

33 (c) The address, including street and number, or rural

1 route number, of the initial registered office, and the name
2 of the initial registered agent of each corporation organized
3 under this Act shall be stated in its articles of
4 incorporation; and of each foreign corporation shall be
5 stated in its application for a ~~certificate of~~ authority to
6 transact business in this State.

7 (d) In the event of dissolution of a corporation, either
8 voluntary, administrative, or judicial, the registered agent
9 and the registered office of the corporation on record with
10 the Secretary of State on the date of the issuance of the
11 certificate or judgment of dissolution shall be an agent of
12 the corporation upon whom claims can be served or service of
13 process can be had during the five year post-dissolution
14 period provided in Section 12.80 of this Act, unless such
15 agent resigns or the corporation properly reports a change of
16 registered office or registered agent.

17 (e) In the event of revocation of the a ~~certificate of~~
18 authority of a foreign corporation to transact business in
19 this State, the registered agent and the registered office of
20 the corporation on record with the Secretary of State on the
21 date of the issuance of the certificate of revocation shall
22 be an agent of the corporation upon whom claims can be served
23 or service of process can be had, unless such agent resigns.

24 (Source: P.A. 85-1269.)

25 (805 ILCS 5/5.10) (from Ch. 32, par. 5.10)

26 Sec. 5.10. Change of registered office or registered
27 agent.

28 (a) A domestic corporation or a foreign corporation may
29 from time to time change the address of its registered
30 office. A domestic corporation or a foreign corporation
31 shall change its registered agent if the office of registered
32 agent shall become vacant for any reason, or if its
33 registered agent becomes disqualified or incapacitated to

1 act, or if the corporation revokes the appointment of its
2 registered agent.

3 (b) A domestic corporation or a foreign corporation may
4 change the address of its registered office or change its
5 registered agent, or both, by so indicating in the statement
6 of change on the annual report of that corporation filed
7 pursuant to Section 14.10 of this Act or by executing and
8 filing, in duplicate, in accordance with Section 1.10 of this
9 Act a statement setting forth:

10 (1) The name of the corporation.

11 (2) The address, including street and number, or
12 rural route number, of its then registered office.

13 (3) If the address of its registered office be
14 changed, the address, including street and number, or
15 rural route number, to which the registered office is to
16 be changed.

17 (4) The name of its then registered agent.

18 (5) If its registered agent be changed, the name of
19 its successor registered agent.

20 (6) That the address of its registered office and
21 the address of the business office of its registered
22 agent, as changed, will be identical.

23 (7) That such change was authorized by resolution
24 duly adopted by the board of directors.

25 (c) A legible copy of the statement of changes as on the
26 annual report returned by the Secretary of State shall be
27 filed for record within the time prescribed by this Act in
28 the office of the Recorder of the county in which the
29 registered office of the corporation in this State was
30 situated before the filing of that statement in the Office of
31 the Secretary of State. (Blank)-

32 (d) If the registered office is changed from one county
33 to another county, then the corporation shall also file for
34 record within the time prescribed by this Act in the office

1 of the recorder of the county to which such registered office
2 is changed:

3 (1) In the case of a domestic corporation:

4 (i) A copy of its articles of incorporation
5 certified by the Secretary of State.

6 (ii) A copy of the statement of change of
7 address of its registered office, certified by the
8 Secretary of State.

9 (2) In the case of a foreign corporation:

10 (i) A copy of its application for certificate
11 of authority to transact business in this State,
12 with a copy of its application therefor affixed
13 thereto, certified by the Secretary of State.

14 (ii) A copy of all amendments to such
15 certificate of authority, if any, likewise certified
16 by the Secretary of State.

17 (iii) A copy of the statement of change of
18 address of its registered office certified by the
19 Secretary of State.

20 (e) The change of address of the registered office, or
21 the change of registered agent, or both, as the case may be,
22 shall become effective upon the filing of such statement by
23 the Secretary of State.

24 (Source: P.A. 91-357, eff. 7-29-99.)

25 (805 ILCS 5/5.20) (from Ch. 32, par. 5.20)

26 Sec. 5.20. Change of Address of Registered Agent. (a) A
27 registered agent may change the address of the registered
28 office of the domestic corporation or of the foreign
29 corporation, for which he or she or it is registered agent,
30 to another address in this State, by so indicating in the
31 statement of change on the annual report of that corporation
32 filed pursuant to Section 14.10 of this Act or by filing, in
33 duplicate, in accordance with Section 1.10 of this Act a

1 statement setting forth:

2 (1) The name of the corporation.

3 (2) The address, including street and number, or rural
4 route number, of its then registered office.

5 (3) The address, including street and number, or rural
6 route number, to which the registered office is to be
7 changed.

8 (4) The name of its registered agent.

9 (5) That the address of its registered office and the
10 address of the business office of its registered agent, as
11 changed, will be identical.

12 Such statement shall be executed by the registered agent.

13 (b) If the registered office is changed from one county
14 to another county, then the corporation shall also file for
15 record within the time prescribed by this Act in the office
16 of the recorder of the county to which such registered office
17 is changed:

18 (1) In the case of a domestic corporation:

19 (i) A copy of its articles of incorporation certified by
20 the Secretary of State.

21 (ii) A copy of the statement of change of address of its
22 registered office, certified by the Secretary of State.

23 (2) In the case of a foreign corporation:

24 (i) A copy of its application for certificate--of
25 authority to transact business in this State ~~with a copy of~~
26 ~~its application therefor affixed thereto~~, certified by the
27 Secretary of State.

28 (ii) A copy of all amendments to such ~~certificate~~--of
29 authority, if any, likewise certified by the Secretary of
30 State.

31 (iii) A copy of the statement of change of address of
32 its registered office certified by the Secretary of State.

33 (c) The change of address of the registered office shall
34 become effective upon the filing of such statement by the

1 Secretary of State.

2 (Source: P.A. 85-1269.)

3 (805 ILCS 5/5.25) (from Ch. 32, par. 5.25)

4 Sec. 5.25. Service of process on domestic or foreign
5 corporation. (a) Any process, notice, or demand required or
6 permitted by law to be served upon a domestic corporation or
7 a foreign corporation having a ~~certificate of~~ authority to
8 transact business in this State may be served either upon the
9 registered agent appointed by the corporation or upon the
10 Secretary of State as provided in this Section.

11 (b) The Secretary of State shall be irrevocably
12 appointed as an agent of a domestic corporation or of a
13 foreign corporation having a ~~certificate of~~ authority upon
14 whom any process, notice or demand may be served:

15 (1) Whenever the corporation shall fail to appoint or
16 maintain a registered agent in this State, or

17 (2) Whenever the corporation's registered agent cannot
18 with reasonable diligence be found at the registered office
19 in this State, or

20 (3) When a domestic corporation has been dissolved, the
21 conditions of paragraph (1) or paragraph (2) exist, and a
22 civil action, suit or proceeding is instituted against or
23 affecting the corporation within the five years after the
24 issuance of a certificate of dissolution or the filing of a
25 judgment of dissolution, or

26 (4) When a domestic corporation has been dissolved, the
27 conditions of paragraph (1) or paragraph (2) exist, and a
28 criminal proceeding has been instituted against or affecting
29 the corporation, or

30 (5) When the ~~certificate of~~ authority of a foreign
31 corporation to transact business in this State has been
32 revoked.

33 (c) Service under subsection (b) shall be made by:

1 (1) Service on the Secretary of State, or on any clerk
2 having charge of the corporation division department of his
3 or her office, of a copy of the process, notice or demand,
4 together with any papers required by law to be delivered in
5 connection with service, and a fee as prescribed by
6 subsection (b) of Section 15.15 of this Act;

7 (2) Transmittal by the person instituting the action,
8 suit or proceeding of notice of the service on the Secretary
9 of State and a copy of the process, notice or demand and
10 accompanying papers to the corporation being served, by
11 registered or certified mail:

12 (i) At the last registered office of the corporation as
13 shown by the records on file in the office of the Secretary
14 of State; and

15 (ii) At such address the use of which the person
16 instituting the action, suit or proceeding knows or, on the
17 basis of reasonable inquiry, has reason to believe, is most
18 likely to result in actual notice; and

19 (3) Appendage, by the person instituting the action,
20 suit or proceeding, of an affidavit of compliance with this
21 Section, in substantially such form as the Secretary of State
22 may by rule or regulation prescribe, to the process, notice
23 or demand.

24 (d) Nothing herein contained shall limit or affect the
25 right to serve any process, notice, or demand required or
26 permitted by law to be served upon a corporation in any other
27 manner now or hereafter permitted by law.

28 (e) The Secretary of State shall keep a record of all
29 processes, notices, and demands served upon him or her under
30 this Section, and shall record therein the time of such
31 service and his or her action with reference thereto, but
32 shall not be required to retain such information for a period
33 longer than five years from his or her receipt of the
34 service.

1 (Source: P.A. 85-1344.)

2 (805 ILCS 5/5.30) (from Ch. 32, par. 5.30)

3 Sec. 5.30. Service of process on foreign corporation not
4 authorized to transact business in Illinois. If any foreign
5 corporation transacts business in this State without having
6 obtained a ~~certificate of~~ authority to transact business, it
7 shall be deemed that such corporation has designated and
8 appointed the Secretary of State as an agent for process upon
9 whom any notice, process or demand may be served. Service on
10 the Secretary of State shall be made in the manner set forth
11 in subsection (c) of Section 5.25 of this Act.

12 (Source: P.A. 84-924.)

13 (805 ILCS 5/8.75) (from Ch. 32, par. 8.75)

14 Sec. 8.75. Indemnification of officers, directors,
15 employees and agents; insurance.

16 (a) A corporation may indemnify any person who was or is
17 a party, or is threatened to be made a party to any
18 threatened, pending or completed action, suit or proceeding,
19 whether civil, criminal, administrative or investigative
20 (other than an action by or in the right of the corporation)
21 by reason of the fact that he or she is or was a director,
22 officer, employee or agent of the corporation, or who is or
23 was serving at the request of the corporation as a director,
24 officer, employee or agent of another corporation,
25 partnership, joint venture, trust or other enterprise,
26 against expenses (including attorneys' fees), judgments,
27 fines and amounts paid in settlement actually and reasonably
28 incurred by such person in connection with such action, suit
29 or proceeding, if such person acted in good faith and in a
30 manner he or she reasonably believed to be in, or not opposed
31 to the best interests of the corporation, and, with respect
32 to any criminal action or proceeding, had no reasonable cause

1 to believe his or her conduct was unlawful. The termination
2 of any action, suit or proceeding by judgment, order,
3 settlement, conviction, or upon a plea of nolo contendere or
4 its equivalent, shall not, of itself, create a presumption
5 that the person did not act in good faith and in a manner
6 which he or she reasonably believed to be in or not opposed
7 to the best interests of the corporation or, with respect to
8 any criminal action or proceeding, that the person had
9 reasonable cause to believe that his or her conduct was
10 unlawful.

11 (b) A corporation may indemnify any person who was or is
12 a party, or is threatened to be made a party to any
13 threatened, pending or completed action or suit by or in the
14 right of the corporation to procure a judgment in its favor
15 by reason of the fact that such person is or was a director,
16 officer, employee or agent of the corporation, or is or was
17 serving at the request of the corporation as a director,
18 officer, employee or agent of another corporation,
19 partnership, joint venture, trust or other enterprise,
20 against expenses (including attorneys' fees) actually and
21 reasonably incurred by such person in connection with the
22 defense or settlement of such action or suit, if such person
23 acted in good faith and in a manner he or she reasonably
24 believed to be in, or not opposed to, the best interests of
25 the corporation, provided that no indemnification shall be
26 made with respect to any claim, issue, or matter as to which
27 such person has been adjudged to have been liable to the
28 corporation, unless, and only to the extent that the court in
29 which such action or suit was brought shall determine upon
30 application that, despite the adjudication of liability, but
31 in view of all the circumstances of the case, such person is
32 fairly and reasonably entitled to indemnity for such expenses
33 as the court shall deem proper.

34 (c) To the extent that a present or former director,

1 officer or ~~7~~ employee ~~or~~ agent of a corporation has been
2 successful, on the merits or otherwise, in the defense of any
3 action, suit or proceeding referred to in subsections (a) and
4 (b), or in defense of any claim, issue or matter therein,
5 such person shall be indemnified against expenses (including
6 attorneys' fees) actually and reasonably incurred by such
7 person in connection therewith, if the person acted in good
8 faith and in a manner he or she reasonably believed to be in,
9 or not opposed to, the best interests of the corporation.

10 (d) Any indemnification under subsections (a) and (b)
11 (unless ordered by a court) shall be made by the corporation
12 only as authorized in the specific case, upon a determination
13 that indemnification of the present or former director,
14 officer, employee or agent is proper in the circumstances
15 because he or she has met the applicable standard of conduct
16 set forth in subsections (a) or (b). Such determination
17 shall be made with respect to a person who is a director or
18 officer at the time of the determination: (1) by the majority
19 vote of the directors who are ~~(1) by the board of directors~~
20 ~~by a majority vote of a quorum consisting of directors who~~
21 were not parties to such action, suit or proceeding, even
22 though less than a quorum, (2) by a committee of the
23 directors designated by a majority vote of the directors,
24 even though less than a quorum, (3) if there are no such
25 directors, or if the directors so direct, ~~or (2) if such a~~
26 ~~quorum is not obtainable, or, even if obtainable, if a quorum~~
27 ~~of disinterested directors so directs,~~ by independent legal
28 counsel in a written opinion, or (4) (3) by the shareholders.

29 (e) Expenses (including attorney's fees) incurred by an
30 officer or director in defending a civil or criminal action,
31 suit or proceeding may be paid by the corporation in advance
32 of the final disposition of such action, suit or proceeding
33 upon receipt of an undertaking by or on behalf of the
34 director or ~~7~~ officer ~~7~~ ~~employee~~ ~~or~~ agent to repay such

1 amount if it shall ultimately be determined that such person
2 ~~he---er--she~~ is not entitled to be indemnified by the
3 corporation as authorized in this Section. Such expenses
4 (including attorney's fees) incurred by former directors and
5 officers or other employees and agents may be so paid on such
6 terms and conditions, if any, as the corporation deems
7 appropriate.

8 (f) The indemnification and advancement of expenses
9 provided by or granted under the other subsections of this
10 Section shall not be deemed exclusive of any other rights to
11 which those seeking indemnification or advancement of
12 expenses may be entitled under any by-law, agreement, vote of
13 shareholders or disinterested directors, or otherwise, both
14 as to action in his or her official capacity and as to action
15 in another capacity while holding such office.

16 (g) A corporation may purchase and maintain insurance on
17 behalf of any person who is or was a director, officer,
18 employee or agent of the corporation, or who is or was
19 serving at the request of the corporation as a director,
20 officer, employee or agent of another corporation,
21 partnership, joint venture, trust or other enterprise,
22 against any liability asserted against such person and
23 incurred by such person in any such capacity, or arising out
24 of his or her status as such, whether or not the corporation
25 would have the power to indemnify such person against such
26 liability under the provisions of this Section.

27 (h) If a corporation indemnifies or advances expenses to
28 a director or officer under subsection (b) of this Section,
29 the corporation shall report the indemnification or advance
30 in writing to the shareholders with or before the notice of
31 the next shareholders meeting.

32 (i) For purposes of this Section, references to "the
33 corporation" shall include, in addition to the surviving
34 corporation, any merging corporation (including any

1 corporation having merged with a merging corporation)
2 absorbed in a merger which, if its separate existence had
3 continued, would have had the power and authority to
4 indemnify its directors, officers, and employees or agents,
5 so that any person who was a director, officer, employee or
6 agent of such merging corporation, or was serving at the
7 request of such merging corporation as a director, officer,
8 employee or agent of another corporation, partnership, joint
9 venture, trust or other enterprise, shall stand in the same
10 position under the provisions of this Section with respect to
11 the surviving corporation as such person would have with
12 respect to such merging corporation if its separate existence
13 had continued.

14 (j) For purposes of this Section, references to "other
15 enterprises" shall include employee benefit plans; references
16 to "fines" shall include any excise taxes assessed on a
17 person with respect to an employee benefit plan; and
18 references to "serving at the request of the corporation"
19 shall include any service as a director, officer, employee or
20 agent of the corporation which imposes duties on, or involves
21 services by such director, officer, employee, or agent with
22 respect to an employee benefit plan, its participants, or
23 beneficiaries. A person who acted in good faith and in a
24 manner he or she reasonably believed to be in the best
25 interests of the participants and beneficiaries of an
26 employee benefit plan shall be deemed to have acted in a
27 manner "not opposed to the best interest of the corporation"
28 as referred to in this Section.

29 (k) The indemnification and advancement of expenses
30 provided by or granted under this Section shall, unless
31 otherwise provided when authorized or ratified, continue as
32 to a person who has ceased to be a director, officer,
33 employee, or agent and shall inure to the benefit of the
34 heirs, executors, and administrators of that person.

1 (1) The changes to this Section made by this amendatory
 2 Act of the 92nd General Assembly apply only to actions
 3 commenced on or after the effective date of this amendatory
 4 Act of the 92nd General Assembly.

5 (Source: P.A. 91-464, eff. 1-1-00.)

6 (805 ILCS 5/9.20)

7 Sec. 9.20. Reduction of paid-in capital.

8 (a) A corporation may reduce its paid-in capital:

9 (1) by resolution of its board of directors by
 10 charging against its paid-in capital (i) the paid-in
 11 capital represented by shares acquired and cancelled by
 12 the corporation as permitted by law, to the extent of the
 13 cost from the paid-in capital of the reacquired and
 14 cancelled shares or a lesser amount as may be elected by
 15 the corporation, (ii) dividends paid on preferred shares,
 16 or (iii) distributions as liquidating dividends; or

17 (2) pursuant to an approved reorganization in
 18 bankruptcy that specifically directs the reduction to be
 19 effected.

20 (b) Notwithstanding anything to the contrary contained
 21 in this Act, at no time shall the paid-in capital be reduced
 22 to an amount less than the aggregate par value of all issued
 23 shares having a par value.

24 (c) Until the report under Section 14.30 has been filed
 25 in the Office of the Secretary of State showing a reduction
 26 in paid-in capital, the basis of the annual franchise tax
 27 payable by the corporation shall not be reduced; provided,
 28 however, that in no event shall the annual franchise tax for
 29 any taxable year be reduced if the report is not filed prior
 30 to the first day of the anniversary month or, in the case of
 31 a corporation that has established an extended filing month,
 32 the extended filing month of the corporation of that taxable
 33 year and before payment of its annual franchise tax.

1 (d) A corporation that reduced its paid-in capital after
2 December 31, 1986 by one or more of the methods described in
3 subsection (a) may report the reduction pursuant to Section
4 14.30, subject to the restrictions of subsections (b) and
5 (c) of this Section. A reduction in paid-in capital reported
6 pursuant to this subsection shall have no effect for any
7 purpose under this Act with respect to a taxable year ending
8 before the report is filed.

9 (e) Nothing in this Section shall be construed to forbid
10 any reduction in paid-in capital to be effected under Section
11 9.05 of this Act.

12 (f) In the case of a vertical merger, the paid-in
13 capital of a subsidiary may be eliminated if either (1) it
14 was created, totally funded, or wholly owned by the parent or
15 (2) the amount of the parent's investment in the subsidiary
16 was equal to or exceeded the subsidiary's paid-in capital.

17 (Source: P.A. 90-421, eff. 1-1-98.)

18 (805 ILCS 5/10.30) (from Ch. 32, par. 10.30)

19 Sec. 10.30. Articles of amendment. (a) Except as
20 provided in Section 10.40, the articles of amendment shall be
21 executed and filed in duplicate in accordance with Section
22 1.10 of this Act and shall set forth:

23 (1) The name of the corporation.

24 (2) The text of each amendment adopted.

25 (3) If the amendment was adopted by the incorporators, a
26 statement that the amendment was adopted by a majority of the
27 incorporators, that no shares have been issued and that the
28 directors were neither named in the articles of incorporation
29 nor elected at the time the amendment was adopted.

30 (4) If the amendment was adopted by the directors
31 without shareholder action, a statement that the amendment
32 was adopted by a majority of the directors and that
33 shareholder action was not required.

1 (5) Where the amendment was approved by the
2 shareholders:

3 (i) a statement that the amendment was adopted at a
4 meeting of shareholders by the affirmative vote of the
5 holders of outstanding shares having not less than the
6 minimum number of votes necessary to adopt such amendment, as
7 provided by the articles of incorporation; or

8 (ii) a statement that the amendment was adopted by
9 written consent signed by the holders of outstanding shares
10 having not less than the minimum number of votes necessary to
11 adopt such amendment, as provided by the articles of
12 incorporation, and in accordance with Section 7.10 of this
13 Act.

14 (6) If the amendment provides for an exchange,
15 reclassification, or cancellation of issued shares, or a
16 reduction of the number of authorized shares of any class
17 below the number of issued shares of that class, then a
18 statement of the manner in which such amendment shall be
19 effected.

20 (7) If the amendment effects a change in the amount of
21 paid-in capital, then a statement of the manner in which the
22 same is effected and a statement, expressed in dollars, of
23 the amount of paid-in capital as changed by such amendment.

24 (8) If the amendment restates the articles of
25 incorporation, the amendment shall so state and shall set
26 forth:

27 (i) the text of the articles as restated;

28 (ii) the date of incorporation, the name under which the
29 corporation was incorporated, subsequent names, if any, that
30 the corporation adopted pursuant to amendment of its articles
31 of incorporation, and the effective date of any such
32 amendments;

33 (iii) the address of the registered office and the name
34 of the registered agent on the date of filing the restated

1 articles; and

2 (iv) the number of shares of each class issued on the
3 date of filing the restated articles and the amount of
4 paid-in capital as of such date.

5 The articles as restated must include all the information
6 required by subsection (a) of Section 2.10, except that the
7 articles need not set forth the information required by
8 paragraphs 3, 4 or 6 thereof. If any provision of the
9 articles of incorporation is amended in connection with the
10 restatement, the articles of amendment shall clearly identify
11 such amendment.

12 (9) If, pursuant to Section 10.35, the amendment is to
13 become effective subsequent to the date on which the
14 certificate of amendment is issued, the date on which the
15 amendment is to become effective.

16 (10) If the amendment revives the articles of
17 incorporation and extends the period of corporate duration,
18 the amendment shall so state and shall set forth:

19 (i) the date the period of duration expired under the
20 articles of incorporation;

21 (ii) a statement that the period of duration will be
22 perpetual, or, if a limited duration is to be provided, the
23 date to which the period of duration is to be extended; and

24 (iii) a statement that the corporation has been in
25 continuous operation since before the date of expiration of
26 its original period of duration.

27 (b) When the provisions of this Section have been
28 complied with, the Secretary of State shall file the articles
29 of amendment ~~issue-a-certificate-of-amendment~~.

30 (Source: P.A. 84-924.)

31 (805 ILCS 5/10.35) (from Ch. 32, par. 10.35)

32 Sec. 10.35. Effect of certificate of amendment.

33 (a) The amendment shall become effective and the

1 articles of incorporation shall be deemed to be amended
2 accordingly, as of the later of:

3 (1) the filing of the articles ~~issuance--of--the~~
4 ~~certificate~~ of amendment by the Secretary of State; or

5 (2) the time established under the articles of
6 amendment, not to exceed 30 days after the filing of the
7 articles ~~issuance-of-the-certificate~~ of amendment by the
8 Secretary of State.

9 (b) If the amendment is made in accordance with the
10 provisions of Section 10.40, upon the filing of the articles
11 ~~issuance-of-the-certificate~~ of amendment by the Secretary of
12 State, the amendment shall become effective and the articles
13 of incorporation shall be deemed to be amended accordingly,
14 without any action thereon by the directors or shareholders
15 of the corporation and with the same effect as if the
16 amendments had been adopted by unanimous action of the
17 directors and shareholders of the corporation.

18 (c) If the amendment restates the articles of
19 incorporation, such restated articles of incorporation shall,
20 upon such amendment becoming effective, supersede and stand
21 in lieu of the corporation's preexisting articles of
22 incorporation.

23 (d) If the amendment revives the articles of
24 incorporation and extends the period of corporate duration,
25 upon the filing of the articles ~~issuance-of--the--certificate~~
26 of amendment by the Secretary of State, the amendment shall
27 become effective and the corporate existence shall be deemed
28 to have continued without interruption from the date of
29 expiration of the original period of duration, and the
30 corporation shall stand revived with such powers, duties and
31 obligations as if its period of duration had not expired; and
32 all acts and proceedings of its officers, directors and
33 shareholders, acting or purporting to act as such, which
34 would have been legal and valid but for such expiration,

1 shall stand ratified and confirmed.

2 (e) Each amendment which affects the number of issued
3 shares or the amount of paid-in capital shall be deemed to be
4 a report under the provisions of this Act.

5 (f) No amendment of the articles of incorporation of a
6 corporation shall affect any existing cause of action in
7 favor of or against such corporation, or any pending suit in
8 which such corporation shall be a party, or the existing
9 rights of persons other than shareholders; and, in the event
10 the corporate name shall be changed by amendment, no suit
11 brought by or against such corporation under its former name
12 shall be abated for that reason.

13 (Source: P.A. 91-464, eff. 1-1-00.)

14 (805 ILCS 5/11.25) (from Ch. 32, par. 11.25)

15 Sec. 11.25. Articles of merger, consolidation or
16 exchange. (a) Upon such approval, articles of merger,
17 consolidation or exchange shall be executed by each
18 corporation and filed in duplicate in accordance with Section
19 1.10 of this Act and shall set forth:

20 (1) The plan of merger, consolidation or exchange.

21 (2) As to each corporation:

22 (i) a statement that the plan was adopted at a meeting
23 of shareholders by the affirmative vote of the holders of
24 outstanding shares having not less than the minimum number of
25 votes necessary to adopt such plan, as provided by the
26 articles of incorporation of the respective corporations; or

27 (ii) a statement that the plan was adopted by a consent
28 in writing signed by the holders of outstanding shares having
29 not less than the minimum number of votes necessary to adopt
30 such plan, as provided by the articles of incorporation of
31 the respective corporations, and in accordance with Section
32 7.10 of this Act.

33 (b) When the provisions of this Section have been

1 complied with, the Secretary of State shall file the articles
2 issue--a--ertificate of merger, consolidation, or share
3 exchange.

4 (Source: P.A. 83-1025.)

5 (805 ILCS 5/11.30) (from Ch. 32, par. 11.30)

6 Sec. 11.30. Merger of subsidiary corporation.

7 (a) Any corporation, in this Section referred to as the
8 "parent corporation", owning at least 90% of the outstanding
9 shares of each class of shares of any other corporation or
10 corporations, in this Section referred to as the "subsidiary
11 corporation", may merge the subsidiary corporation or
12 corporations into itself or into one of the subsidiary
13 corporations, if each merging subsidiary corporation is
14 solvent, without approval by a vote of the shareholders of
15 the parent corporation or the shareholders of any of the
16 merging subsidiary corporations, upon completion of the
17 requirements of this Section.

18 (b) The board of directors of the parent corporation
19 shall, by resolution, approve a plan of merger setting forth:

20 (1) The name of each merging subsidiary corporation
21 and the name of the parent corporation; and

22 (2) The manner and basis of converting the shares
23 of each merging subsidiary corporation not owned by the
24 parent corporation into shares, obligations or other
25 securities of the surviving corporation or of the parent
26 corporation or into cash or other property or into any
27 combination of the foregoing.

28 (c) A copy of such plan of merger shall be mailed to
29 each shareholder, other than the parent corporation, of a
30 merging subsidiary corporation who was a shareholder of
31 record on the date of the adoption of the plan of merger,
32 together with a notice informing such shareholders of their
33 right to dissent and enclosing a copy of Section 11.70 or

1 otherwise providing adequate notice of the procedure to
2 dissent.

3 (d) After 30 days following the mailing of a copy of the
4 plan of merger and notice to the shareholders of each merging
5 subsidiary corporation, or upon the written consent to the
6 merger or written waiver of the 30 day period by the holders
7 of all the outstanding shares of all shares of all such
8 subsidiary corporations, the articles of merger shall be
9 executed by the parent corporation and filed in duplicate in
10 accordance with Section 1.10 of this Act and shall set forth:

11 (1) The plan of merger.

12 (2) The number of outstanding shares of each class
13 of each merging subsidiary corporation and the number of
14 such shares of each class owned immediately prior to the
15 adoption of the plan of merger by the parent corporation.

16 (3) The date of mailing a copy of the plan of
17 merger and notice of right to dissent to the shareholders
18 of each merging subsidiary corporation.

19 (e) When the provisions of this Section have been
20 complied with, the Secretary of State shall file the articles
21 issue-a-certificate of merger.

22 (f) Subject to Section 11.35 and provided that all the
23 conditions hereinabove set forth have been met, any domestic
24 corporation may be merged into or may merge into itself any
25 foreign corporation in the foregoing manner.

26 (Source: P.A. 88-151.)

27 (805 ILCS 5/11.39)

28 Sec. 11.39. Merger of domestic corporation and limited
29 liability company.

30 (a) Any one or more domestic corporations may merge with
31 or into one or more limited liability companies of this
32 State, any other state or states of the United States, or the
33 District of Columbia, if the laws of the other state or

1 states or the District of Columbia permit the merger. The
2 domestic corporation or corporations and the limited
3 liability company or companies may merge with or into a
4 corporation, which may be any one of these corporations, or
5 they may merge with or into a limited liability company,
6 which may be any one of these limited liability companies,
7 which shall be a domestic corporation or limited liability
8 company of this State, any other state of the United States,
9 or the District of Columbia, which permits the merger
10 pursuant to a plan of merger complying with and approved in
11 accordance with this Section.

12 (b) The plan of merger must set forth the following:

13 (1) The names of the domestic corporation or
14 corporations and limited liability company or companies
15 proposing to merge and the name of the domestic
16 corporation or limited liability company into which they
17 propose to merge, which is designated as the surviving
18 entity.

19 (2) The terms and conditions of the proposed merger
20 and the mode of carrying the same into effect.

21 (3) The manner and basis of converting the shares
22 of each domestic corporation and the interests of each
23 limited liability company into shares, interests,
24 obligations, other securities of the surviving entity or
25 into cash or other property or any combination of the
26 foregoing.

27 (4) In the case of a merger in which a domestic
28 corporation is the surviving entity, a statement of any
29 changes in the articles of incorporation of the surviving
30 corporation to be effected by the merger.

31 (5) Any other provisions with respect to the
32 proposed merger that are deemed necessary or desirable,
33 including provisions, if any, under which the proposed
34 merger may be abandoned prior to the filing of the

1 articles of merger by the Secretary of State of this
2 State.

3 (c) The plan required by subsection (b) of this Section
4 shall be adopted and approved by the constituent corporation
5 or corporations in the same manner as is provided in Sections
6 11.05, 11.15, and 11.20 of this Act and, in the case of a
7 limited liability company, in accordance with the terms of
8 its operating agreement, if any, and in accordance with the
9 laws under which it was formed.

10 (d) Upon this approval, articles of merger shall be
11 executed by each constituent corporation and limited
12 liability company and filed with the Secretary of State as
13 ~~provided in Section 11.25 of this Act~~ and shall be recorded
14 with respect to each constituent corporation as provided in
15 Section 11.45 of this Act. The merger shall become effective
16 for all purposes of the laws of this State when and as
17 provided in Section 11.40 of this Act with respect to the
18 merger of corporations of this State.

19 (e) If the surviving entity is to be governed by the
20 laws of the District of Columbia or any state other than this
21 State, it shall file with the Secretary of State of this
22 State an agreement that it may be served with process in this
23 State in any proceeding for enforcement of any obligation of
24 any constituent corporation or limited liability company of
25 this State, as well as for enforcement of any obligation of
26 the surviving corporation or limited liability company
27 arising from the merger, including any suit or other
28 proceeding to enforce the shareholders right to dissent as
29 provided in Section 11.70 of this Act, and shall irrevocably
30 appoint the Secretary of State of this State as its agent to
31 accept service of process in any such suit or other
32 proceedings.

33 (f) Section 11.50 of this Act shall, insofar as it is
34 applicable, apply to mergers between domestic corporations

1 and limited liability companies.

2 (g) In any merger under this Section, the surviving
3 entity shall not engage in any business or exercise any power
4 that a domestic corporation or domestic limited liability
5 company may not otherwise engage in or exercise in this
6 State. Furthermore, the surviving entity shall be governed
7 by the ownership and control restrictions in Illinois law
8 applicable to that type of entity.

9 (Source: P.A. 90-424, eff. 1-1-98.)

10 (805 ILCS 5/11.40) (from Ch. 32, par. 11.40)

11 Sec. 11.40. Effective date of merger, consolidation or
12 exchange. The merger, consolidation or exchange shall become
13 effective upon filing of the articles ~~the--issuance--of--the~~
14 ~~certificate~~ of merger, consolidation or exchange by the
15 Secretary of State or on a later specified date, not more
16 than 30 days subsequent to the filing of the articles of
17 merger, consolidation or exchange ~~issuance-of-the-certificate~~
18 by the Secretary of State, as may be provided for in the
19 plan.

20 (Source: P.A. 88-151.)

21 (805 ILCS 5/11.45) (from Ch. 32, par. 11.45)

22 Sec. 11.45. Recording of certificate and articles of
23 merger, consolidation or exchange. A copy of the articles of
24 merger, consolidation or exchange as filed by the Secretary
25 of State ~~The-certificate-of--merger--with--the--copy--of--the~~
26 ~~articles-of-merger-affixed-thereto-by-the-Secretary-of-State,~~
27 ~~or--the--certificate--of--consolidation--with-the-copy-of-the~~
28 ~~articles-of-consolidation-affixed-thereto-by-the-Secretary-of~~
29 ~~State,-or-the-certificate-of-exchange-with-the--copy--of--the~~
30 ~~articles--of--exchange--affixed--thereto--by-the-Secretary-of~~
31 State, shall be returned to the surviving or new or acquiring
32 corporation, as the case may be, or to its representative,

1 and such certificate--and articles, or a copy thereof
2 certified by the Secretary of State, shall be filed for
3 record within the time prescribed by Section 1.10 of this Act
4 in the office of the Recorder of each county in which the
5 registered office of each merging or consolidating or
6 acquiring corporation may be situated, and in the case of a
7 consolidation, in the office of the Recorder of the county in
8 which the registered office of the new corporation shall be
9 situated and, in the case of a share exchange, in the office
10 of the Recorder of the county in which the registered office
11 of the corporation whose shares were acquired shall be
12 situated.

13 (Source: P.A. 83-1362.)

14 (805 ILCS 5/12.20) (from Ch. 32, par. 12.20)

15 Sec. 12.20. Articles of dissolution.

16 (a) When a voluntary dissolution has been authorized as
17 provided by this Act, articles of dissolution shall be
18 executed and filed in duplicate in accordance with Section
19 1.10 of this Act and shall set forth:

20 (1) The name of the corporation.

21 (2) The date dissolution was authorized.

22 (3) A post-office address to which may be mailed a
23 copy of any process against the corporation that may be
24 served on the Secretary of State.

25 (4) A statement of the aggregate number of issued
26 shares of the corporation itemized by classes and series,
27 if any, within a class, as of the date of execution.

28 (5) A statement of the amount of paid-in capital of
29 the corporation as of the date of execution.

30 (6) Such additional information as may be necessary
31 or appropriate in order to determine any unpaid fees or
32 franchise taxes payable by such corporation as in this
33 Act prescribed.

1 (7) Where dissolution is authorized pursuant to
2 Section 12.05, a statement that a majority of
3 incorporators or majority of directors, as the case may
4 be, have consented to the dissolution and that all
5 provisions of Section 12.05 have been complied with.

6 (8) Where dissolution is authorized pursuant to
7 Section 12.10, a statement that the holders of all the
8 outstanding shares entitled to vote on dissolution have
9 consented thereto.

10 (9) Where dissolution is authorized pursuant to
11 Section 12.15, a statement that a resolution proposing
12 dissolution has been adopted at a meeting of shareholders
13 by the affirmative vote of the holders of outstanding
14 shares having not less than the minimum number of votes
15 necessary to adopt such resolution as provided by the
16 articles of incorporation.

17 (b) When the provisions of this Section have been
18 complied with, the Secretary of State shall file the articles
19 ~~issue-a-certificate~~ of dissolution.

20 (c) The dissolution is effective on the date of the
21 filing of the articles ~~issuance-of-the-certificate~~ thereof by
22 the Secretary of State.

23 (Source: P.A. 86-985.)

24 (805 ILCS 5/12.25) (from Ch. 32, par. 12.25)

25 Sec. 12.25. Revocation of Dissolution. (a) A
26 corporation may revoke its dissolution within 60 days of the
27 effective date of dissolution if the corporation has not
28 begun to distribute its assets or has not commenced a
29 proceeding for court-supervision of its winding up under
30 Section 12.50.

31 (b) The corporation's board of directors, or its
32 incorporators if shares have not been issued and the initial
33 directors have not been designated, may revoke the

1 dissolution without shareholder action.

2 (c) Within 60 days after the dissolution has been
3 revoked by the corporation, articles of revocation of
4 dissolution shall be executed and filed in duplicate in
5 accordance with Section 1.10 of this Act and shall set forth:

6 (1) The name of the corporation.

7 (2) The effective date of the dissolution that was
8 revoked.

9 (3) A statement that the corporation has not begun to
10 distribute its assets nor has it commenced a proceeding for
11 court-supervision of its winding up.

12 (4) The date the revocation of dissolution was
13 authorized.

14 (5) A statement that the corporation's board of
15 directors (or incorporators) revoked the dissolution.

16 (d) When the provisions of this Section have been
17 complied with, the Secretary of State shall file the articles
18 ~~issue-a-certificate~~ of revocation of dissolution. Failure to
19 file the revocation of dissolution as required in subsection
20 (c) hereof shall not be grounds for the Secretary of State to
21 reject the filing, but the corporation filing beyond the time
22 period shall pay a penalty as prescribed by this Act.

23 (e) The revocation of dissolution is effective on the
24 date of filing ~~the-issuance-of-the-certificate~~ thereof by the
25 Secretary of State and shall relate back and take effect as
26 of the date ~~of-issuance-of-the-certificate~~ of dissolution and
27 the corporation may resume carrying on business as if
28 dissolution had never occurred.

29 (Source: P.A. 84-1412.)

30 (805 ILCS 5/12.35) (from Ch. 32, par. 12.35)

31 Sec. 12.35. Grounds for administrative dissolution. The
32 Secretary of State may dissolve any corporation
33 administratively if:

1 (a) It has failed to file its annual report or final
 2 transition annual report and pay its franchise tax as
 3 required by this Act before the first day of the anniversary
 4 month or, in the case of a corporation which has established
 5 an extended filing month, the extended filing month of the
 6 corporation of the year in which such annual report becomes
 7 due and such franchise tax becomes payable;

8 (b) it has failed to file in the office of the Secretary
 9 of State any report after the expiration of the period
 10 prescribed in this Act for filing such report; or

11 (c) it has failed to pay any fees, franchise taxes, or
 12 charges prescribed by this Act;

13 (d) it has misrepresented any material matter in any
 14 application, report, affidavit, or other document filed by
 15 the corporation pursuant to this Act; or

16 (e) (e) it has failed to appoint and maintain a
 17 registered agent in this State.

18 (Source: P.A. 86-985.)

19 (805 ILCS 5/12.45) (from Ch. 32, par. 12.45)

20 Sec. 12.45. Reinstatement following administrative
 21 dissolution. (a) A domestic corporation administratively
 22 dissolved under Section 12.40 may be reinstated by the
 23 Secretary of State within five years following the date of
 24 issuance of the certificate of dissolution upon:

25 (1) The filing of an application for reinstatement.

26 (2) The filing with the Secretary of State by the
 27 corporation of all reports then due and theretofore becoming
 28 due.

29 (3) The payment to the Secretary of State by the
 30 corporation of all fees, franchise taxes, and penalties then
 31 due and theretofore becoming due.

32 (b) The application for reinstatement shall be executed
 33 and filed in duplicate in accordance with Section 1.10 of

1 this Act and shall set forth:

2 (1) The name of the corporation at the time of the
3 issuance of the certificate of dissolution.

4 (2) If such name is not available for use as determined
5 by the Secretary of State at the time of filing the
6 application for reinstatement, the name of the corporation as
7 changed, provided however, and any change of name is properly
8 effected pursuant to Section 10.05 and Section 10.30 of this
9 Act.

10 (3) The date of the issuance of the certificate of
11 dissolution.

12 (4) The address, including street and number, or rural
13 route number of the registered office of the corporation upon
14 reinstatement thereof, and the name of its registered agent
15 at such address upon the reinstatement of the corporation,
16 provided however, that any change from either the registered
17 office or the registered agent at the time of dissolution is
18 properly reported pursuant to Section 5.10 of this Act.

19 (c) When a dissolved corporation has complied with the
20 provisions of this Sec the Secretary of State shall file the
21 application for issue-a-certificate-of reinstatement.

22 (d) Upon the filing of the application for ~~issuance--of~~
23 ~~the--certificate--of~~ reinstatement, the corporate existence
24 shall be deemed to have continued without interruption from
25 the date of the issuance of the certificate of dissolution,
26 and the corporation shall stand revived with such powers,
27 duties and obligations as if it had not been dissolved; and
28 all acts and proceedings of its officers, directors and
29 shareholders, acting or purporting to act as such, which
30 would have been legal and valid but for such dissolution,
31 shall stand ratified and confirmed.

32 (Source: P.A. 86-381.)

33 (805 ILCS 5/12.80) (from Ch. 32, par. 12.80)

1 Sec. 12.80. Survival of remedy after dissolution. The
2 dissolution of a corporation either (1) by filing articles of
3 dissolution in accordance with Section 12.20 of this Act, (2)
4 by the issuance of a certificate of dissolution in accordance
5 with Section 12.40 of this Act by the Secretary of State, or
6 (3) or (2) by a judgment of dissolution by a circuit court of
7 this State, or (4) (3) by expiration of its period of
8 duration, shall not take away nor impair any civil remedy
9 available to or against such corporation, its directors, or
10 shareholders, for any right or claim existing, or any
11 liability incurred, prior to such dissolution if action or
12 other proceeding thereon is commenced within five years after
13 the date of such dissolution. Any such action or proceeding
14 by or against the corporation may be prosecuted or defended
15 by the corporation in its corporate name.

16 (Source: P.A. 85-1344.)

17 (805 ILCS 5/13.05) (from Ch. 32, par. 13.05)

18 Sec. 13.05. Admission of foreign corporation. Except as
19 provided in Article V of the Illinois Insurance Code, a
20 foreign corporation organized for profit, before it transacts
21 business in this State, shall procure ~~a certificate of~~
22 authority so to do from the Secretary of State. A foreign
23 corporation organized for profit, upon complying with the
24 provisions of this Act, may secure from the Secretary of
25 State the ~~a certificate of~~ authority to transact business in
26 this State, but no foreign corporation shall be entitled to
27 procure ~~a certificate of~~ authority under this Act to act as
28 trustee, executor, administrator, administrator to collect,
29 or guardian, or in any other like fiduciary capacity in this
30 State or to transact in this State the business of banking,
31 insurance, suretyship, or a business of the character of a
32 building and loan corporation. A foreign professional service
33 corporation may secure ~~a certificate of~~ authority to transact

1 business in this State from the Secretary of State upon
2 complying with this Act and demonstrating compliance with the
3 Act regulating the professional service to be rendered by the
4 professional service corporation. However, no foreign
5 professional service corporation shall be granted a
6 ~~certificate~~ of authority unless it complies with the
7 requirements of the Professional Service Corporation Act
8 concerning ownership and control by specified licensed
9 professionals. These professionals must be licensed in the
10 state of domicile or this State. A foreign corporation shall
11 not be denied a ~~certificate~~ of authority by reason of the
12 fact that the laws of the state under which such corporation
13 is organized governing its organization and internal affairs
14 differ from the laws of this State, and nothing in this Act
15 contained shall be construed to authorize this State to
16 regulate the organization or the internal affairs of such
17 corporation.

18 (Source: P.A. 90-424, eff. 1-1-98; 91-593, eff. 8-14-99.)

19 (805 ILCS 5/13.10) (from Ch. 32, par. 13.10)

20 Sec. 13.10. Powers of foreign corporation. No foreign
21 corporation shall transact in this State any business which a
22 corporation organized under the laws of this State is not
23 permitted to transact. A foreign corporation which shall have
24 received a ~~certificate~~ of authority to transact business
25 under this Act shall, until a certificate of revocation has
26 been issued or an application for of withdrawal shall have
27 been filed issued as provided in this Act, enjoy the same,
28 but no greater, rights and privileges as a domestic
29 corporation organized for the purposes set forth in the
30 application pursuant to which such ~~certificate~~ of authority
31 is granted issued; and, except as in Section 13.05 otherwise
32 provided with respect to the organization and internal
33 affairs of a foreign corporation and except as elsewhere in

1 this Act otherwise provided, shall be subject to the same
2 duties, restrictions, penalties, and liabilities now or
3 hereafter imposed upon a domestic corporation of like
4 character.

5 (Source: P.A. 83-1025.)

6 (805 ILCS 5/13.15) (from Ch. 32, par. 13.15)

7 Sec. 13.15. Application for ~~certificate-of~~ authority.

8 (a) A foreign corporation, in order to procure a ~~certificate~~
9 of authority to transact business in this State, shall
10 execute and file in duplicate an application therefor, in
11 accordance with Section 1.10 of this Act, and shall also file
12 a copy of its articles of incorporation and all amendments
13 thereto, duly authenticated by the proper officer of the
14 state or country wherein it is incorporated. Such
15 application shall set forth:

16 (1) The name of the corporation, with any additions
17 thereto required in order to comply with Section 4.05 of this
18 Act together with the state or country under the laws of
19 which it is organized.

20 (2) The date of its incorporation and the period of its
21 duration.

22 (3) The address, including street and number, or rural
23 route number, of its principal office.

24 (4) The address, including street and number, if any, of
25 its proposed registered office in this State, and the name of
26 its proposed registered agent in this State at such address.

27 (5) (Blank.) ~~The names of the states and countries, if~~
28 ~~any, in which it is admitted or qualified to transact~~
29 ~~business.~~

30 (6) The purpose or purposes for which it was organized
31 which it proposes to pursue in the transaction of business in
32 this State.

33 (7) The names and respective residential addresses,

1 including street and number, or rural route number, of its
2 directors and officers.

3 (8) A statement of the aggregate number of shares which
4 it has authority to issue, itemized by classes, and series,
5 if any, within a class.

6 (9) A statement of the aggregate number of its issued
7 shares itemized by classes, and series, if any, within a
8 class.

9 (10) A statement of the amount of paid-in capital of the
10 corporation, as defined in this Act.

11 (11) An estimate, expressed in dollars, of the value of
12 all the property to be owned by it for the following year,
13 wherever located, and an estimate of the value of the
14 property to be located within this State during such year,
15 and an estimate, expressed in dollars, of the gross amount of
16 business which will be transacted by it during such year and
17 an estimate of the gross amount thereof which will be
18 transacted by it at or from places of business in this State
19 during such year.

20 (12) In the case of telegraph, telephone, cable,
21 railroad, or pipe line corporations, the total length of such
22 telephone, telegraph, cable, railroad, or pipe line and the
23 length of the line located in this State, and the total value
24 of such line and the value of such line in this State.

25 (13) Such additional information as may be necessary or
26 appropriate in order to enable the Secretary of State to
27 determine whether such corporation is entitled to be granted
28 ~~a-certificate-of~~ authority to transact business in this State
29 and to determine and assess the franchise taxes, fees, and
30 charges payable as in this Act prescribed.

31 (b) Such application shall be made on forms prescribed
32 and furnished by the Secretary of State.

33 (c) When the provisions of this Section have been
34 complied with, the Secretary of State shall file the

1 application for issue-a-certificate-of authority.

2 (Source: P.A. 85-1269.)

3 (805 ILCS 5/13.20) (from Ch. 32, par. 13.20)

4 Sec. 13.20. Effect of ~~certificate-of~~ authority. Upon the
5 filing of the application for issuance-of-a-certificate-of
6 authority by the Secretary of State, the corporation shall
7 have the right to transact business in this State for those
8 purposes set forth in its application, subject, however, to
9 the right of this State to revoke such right to transact
10 business in this State as provided in this Act.

11 (Source: P.A. 83-1025.)

12 (805 ILCS 5/13.25) (from Ch. 32, par. 13.25)

13 Sec. 13.25. Change of name by foreign corporation.
14 Whenever a foreign corporation which is admitted to transact
15 business in this State shall change its name to one under
16 which a ~~certificate-of~~ authority to transact business in this
17 State would not be granted to it on application therefor, the
18 authority of such corporation to transact business in this
19 State shall be suspended and it shall not thereafter transact
20 any business in this State until it has changed its name to a
21 name which is available to it under the laws of this State or
22 until it has adopted an assumed corporate name in accordance
23 with Section 4.15 of this Act.

24 (Source: P.A. 83-1025.)

25 (805 ILCS 5/13.30) (from Ch. 32, par. 13.30)

26 Sec. 13.30. Amendment to articles of incorporation of
27 foreign corporation. Each foreign corporation authorized to
28 transact business in this State, whenever its articles of
29 incorporation are amended, shall forthwith file in the office
30 of the Secretary of State a copy of such amendment duly
31 authenticated by the proper officer of the State or country

1 under the laws of which such corporation is organized; but
2 the filing thereof shall not of itself enlarge or alter the
3 purpose or purposes which such corporation is authorized to
4 pursue in the transaction of business in this State, nor
5 authorize such corporation to transact business in this State
6 under any other name than the name set forth in its
7 application for certificate--of authority, nor extend the
8 duration of its corporate existence.

9 (Source: P.A. 83-1025.)

10 (805 ILCS 5/13.35) (from Ch. 32, par. 13.35)

11 Sec. 13.35. Merger of foreign corporation authorized to
12 transact business in this state. Whenever a foreign
13 corporation authorized to transact business in this State
14 shall be a party to a statutory merger permitted by the laws
15 of the state or country under which it is organized, and such
16 corporation shall be the surviving corporation, it shall
17 forthwith file with the Secretary of State a copy of the
18 articles of merger duly authenticated by the proper officer
19 of the state or country under the laws of which such
20 statutory merger was effected; and it shall not be necessary
21 for such corporation to procure either a new or an amended
22 certificate--of authority to transact business in this State
23 unless the name of such corporation or the duration of its
24 corporate existence be changed thereby or unless the
25 corporation desires to pursue in this State other or
26 additional purposes than those which it is then authorized to
27 transact in this State.

28 (Source: P.A. 83-1025.)

29 (805 ILCS 5/13.40) (from Ch. 32, par. 13.40)

30 Sec. 13.40. Amended certificate of authority. A foreign
31 corporation authorized to transact business in this State
32 shall secure an amended certificate--of authority to do so in

1 the event it changes its corporate name, changes the duration
 2 of its corporate existence, or desires to pursue in this
 3 State other or additional purposes than those set forth in
 4 its prior application for a--certificate-of authority, by
 5 making application therefor to the Secretary of State.

6 The application shall set forth:

7 (1) The name of the corporation, with any additions
 8 required in order to comply with Section 4.05 of this
 9 Act, together with the state or country under the laws of
 10 which it is organized.

11 (2) The change to be effected.

12 (Source: P.A. 88-151.)

13 (805 ILCS 5/13.45) (from Ch. 32, par. 13.45)

14 Sec. 13.45. Withdrawal of foreign corporation. A foreign
 15 corporation authorized to transact business in this State may
 16 withdraw from this State upon filing with ~~procuring from~~ the
 17 Secretary of State an application for a--certificate--of
 18 withdrawal. In order to procure such certificate--of
 19 withdrawal, the ~~such~~ foreign corporation shall either:

20 (a) execute and file in duplicate, in accordance
 21 with Section 1.10 of this Act, an application for
 22 withdrawal and a final report, which shall set forth:

23 (1) that no proportion of its issued shares
 24 is, on the date of the ~~such~~ application, represented
 25 by business transacted or property located in this
 26 State;;

27 (2) that it surrenders its authority to
 28 transact business in this State;;

29 (3) that it revokes the authority of its
 30 registered agent in this State to accept service of
 31 process and consents that service of process in any
 32 suit, action, or proceeding based upon any cause of
 33 action arising in this State during the time the

1 corporation was licensed to transact business in
2 this State may thereafter be made on the such
3 corporation by service thereof on the Secretary of
4 State;i:-

5 (4) a post-office address to which may be
6 mailed a copy of any process against the corporation
7 that may be served on the Secretary of State;i:-

8 (5) the name of the corporation and the state
9 or country under the laws of which it is organized;i:-

10 (6) a statement of the aggregate number of
11 issued shares of the corporation itemized by
12 classes, and series, if any, within a class, as of
13 the date of the such final report;i:-

14 (7) a statement of the amount of paid-in
15 capital of the corporation as of the date of the
16 such final report;i and:-

17 (8) such additional information as may be
18 necessary or appropriate in order to enable the
19 Secretary of State to determine and assess any
20 unpaid fees or franchise taxes payable by the such
21 foreign corporation as prescribed in this Act
22 prescribed; or

23 (b) if it has been dissolved, file a copy of the
24 articles of dissolution duly authenticated by the proper
25 officer of the state or country under the laws of which
26 the such corporation was organized.

27 ~~(e)~~ The application for withdrawal and the final report
28 shall be made on forms prescribed and furnished by the
29 Secretary of State.

30 ~~(d)~~ When the corporation has complied with subsection (a)
31 ~~or~~ ~~(b)~~ of this Section, the Secretary of State shall file the
32 application for issue-a-certificate-of withdrawal and mail a
33 copy of the application to the corporation or its
34 representative. If the provisions of subsection (b) of this

1 Section have been followed, the Secretary of State shall file
 2 the copy of the articles of dissolution in his or her office
 3 ~~with one copy of the certificate of withdrawal affixed~~
 4 ~~thereto, mail the original certificate to the corporation or~~
 5 ~~its representative.~~

6 Upon the filing of the application for issuance of such
 7 certificate of withdrawal or copy of the articles of
 8 dissolution, the authority of the corporation to transact
 9 business in this State shall cease.

10 (Source: P.A. 91-464, eff. 1-1-00; revised 3-21-00.)

11 (805 ILCS 5/13.50) (from Ch. 32, par. 13.50)

12 Sec. 13.50. Grounds for revocation of ~~certificate of~~
 13 ~~authority.~~ The ~~certificate of~~ authority of a foreign
 14 corporation to transact business in this State may be revoked
 15 by the Secretary of State:

16 (a) Upon the failure of an officer or director to whom
 17 interrogatories have been propounded by the Secretary of
 18 State as provided in this Act, to answer the same fully and
 19 to file such answer in the office of the Secretary of State.

20 (b) If the answer to such interrogatories discloses, or
 21 if the fact is otherwise ascertained, that the proportion of
 22 the sum of the paid-in capital of such corporation
 23 represented in this State is greater than the amount on which
 24 such corporation has theretofore paid fees and franchise
 25 taxes, and the deficiency therein is not paid.

26 (c) If the corporation for a period of one year has
 27 transacted no business and has had no tangible property in
 28 this State as revealed by its annual reports.

29 (d) Upon the failure of the corporation to keep on file
 30 in the office of the Secretary of State duly authenticated
 31 copies of each amendment to its articles of incorporation.

32 (e) Upon the failure of the corporation to appoint and
 33 maintain a registered agent in this State.

1 (f) Upon the failure of the corporation to file for
 2 record in the office of the recorder of the county in which
 3 its registered office is situated, ~~its--certificate--of~~
 4 ~~authority-or-any-amended-certificate-of-authority-to-transact~~
 5 ~~business-in-this-State,--or~~ any appointment of registered
 6 agent.

7 (g) Upon the failure of the corporation to file any
 8 report after the period prescribed by this Act for the filing
 9 of such report.

10 (h) Upon the failure of the corporation to pay any fees,
 11 franchise taxes, or charges prescribed by this Act.

12 (i) For misrepresentation of any material matter in any
 13 application, report, affidavit, or other document filed by
 14 such corporation pursuant to this Act.

15 (j) Upon the failure of the corporation to renew its
 16 assumed name or to apply to change its assumed name pursuant
 17 to the provisions of this Act, when the corporation can only
 18 transact business within this State under its assumed name in
 19 accordance with the provisions of Section 4.05 of this Act.

20 (k) When under the provisions of the "Consumer Fraud and
 21 Deceptive Business Practices Act" a court has found that the
 22 corporation substantially and willfully violated such Act.

23 (Source: P.A. 83-1362.)

24 (805 ILCS 5/13.55) (from Ch. 32, par. 13.55)

25 Sec. 13.55. Procedure for revocation of ~~certificate--of~~
 26 authority. (a) After the Secretary of State determines that
 27 one or more grounds exist under Section 13.50 for the
 28 revocation of a ~~certificate--of~~ authority of a foreign
 29 corporation, he or she shall send by regular mail to each
 30 delinquent corporation a Notice of Delinquency to its
 31 registered office, or, if the corporation has failed to
 32 maintain a registered office, then to the president or other
 33 principal officer at the last known office of said officer.

1 (b) If the corporation does not correct the default
2 within 90 days following such notice, the Secretary of State
3 shall thereupon revoke the ~~certificate~~ of authority of the
4 corporation by issuing a certificate of revocation that
5 recites the grounds for revocation and its effective date.
6 The Secretary of State shall file the original of the
7 certificate in his or her office, mail one copy to the
8 corporation at its registered office and file one copy for
9 record in the office of the recorder of the county in which
10 the registered office of the corporation in this State is
11 situated, to be recorded by such recorder. The recorder shall
12 submit for payment to the Secretary of State, on a quarterly
13 basis, the amount of filing fees incurred.

14 (c) Upon the issuance of the certificate of revocation,
15 the authority of the corporation to transact business in this
16 State shall cease and such revoked corporation shall not
17 thereafter carry on any business in this State.

18 (Source: P.A. 85-1269.)

19 (805 ILCS 5/13.60) (from Ch. 32, par. 13.60)

20 Sec. 13.60. Reinstatement following revocation. (a) A
21 foreign corporation revoked under Section 13.55 may be
22 reinstated by the Secretary of State within five years
23 following the date of issuance of the certificate of
24 revocation upon:

25 (1) The filing of an application for reinstatement.

26 (2) The filing with the Secretary of State by the
27 corporation of all reports then due and theretofore becoming
28 due.

29 (3) The payment to the Secretary of State by the
30 corporation of all fees, franchise taxes, and penalties then
31 due and theretofore becoming due.

32 (b) The application for reinstatement shall be executed
33 and filed in duplicate in accordance with Section 1.10 of

1 this Act and shall set forth:

2 (1) The name of the corporation at the time of the
3 issuance of the certificate of revocation.

4 (2) If such name is not available for use as determined
5 by the Secretary of State at the time of filing the
6 application for reinstatement, the name of the corporation as
7 changed; provided, however, that any change of name is
8 properly effected pursuant to Section 13.30 and Section 13.40
9 of this Act.

10 (3) The date of the issuance of the certificate of
11 revocation.

12 (4) The address, including street and number, or rural
13 route number, of the registered office of the corporation
14 upon reinstatement thereof, and the name of its registered
15 agent at such address upon the reinstatement of the
16 corporation; provided, however, that any change from either
17 the registered office or the registered agent at the time of
18 revocation is properly reported pursuant to Section 5.10 of
19 this act.

20 (c) When a revoked corporation has complied with the
21 provisions of this Section, the Secretary of State shall file
22 the application for issue-a-certificate-of reinstatement.

23 (d) Upon the filing of the application for ~~issuance--of~~
24 ~~the--certificate--of~~ reinstatement, the authority of the
25 corporation to transact business in this State shall be
26 deemed to have continued without interruption from the date
27 of the issuance of the certificate of revocation, and the
28 corporation shall stand revived as if its certificate of
29 authority had not been revoked; and all acts and proceedings
30 of its officers, directors and shareholders, acting or
31 purporting to act as such, which would have been legal and
32 valid but for such revocation, shall stand ratified and
33 confirmed.

34 (Source: P.A. 85-1269.)

1 (805 ILCS 5/13.70) (from Ch. 32, par. 13.70)

2 Sec. 13.70. Transacting business without ~~certificate--of~~
3 authority.

4 (a) No foreign corporation transacting business in this
5 State without a--~~certificate--of~~ authority to do so is
6 permitted to maintain a civil action in any court of this
7 State, until the corporation obtains that a--~~certificate-of~~
8 authority. Nor shall a civil action be maintained in any
9 court of this State by any successor or assignee of the
10 corporation on any right, claim or demand arising out of the
11 transaction of business by the corporation in this State,
12 until a--~~certificate-of~~ authority to transact business in this
13 State is obtained by the corporation or by a corporation that
14 has acquired all or substantially all of its assets.

15 (b) The failure of a foreign corporation to obtain a
16 ~~certificate--of~~ authority to transact business in this State
17 does not impair the validity of any contract or act of the
18 corporation, and does not prevent the corporation from
19 defending any action in any court of this State.

20 (c) A foreign corporation that transacts business in
21 this State without a--~~certificate-of~~ authority is liable to
22 this State, for the years or parts thereof during which it
23 transacted business in this State without a--~~certificate--of~~
24 authority, in an amount equal to all fees, franchise taxes,
25 penalties and other charges that would have been imposed by
26 this Act upon the corporation had it duly applied for and
27 received a--~~certificate-of~~ authority to transact business in
28 this State as required by this Act, but failed to pay the
29 franchise taxes that would have been computed thereon, and
30 thereafter filed all reports required by this Act; and, if a
31 corporation fails to file an application for obtain--a
32 ~~certificate-of~~ authority within 60 days after it commences
33 business in this State, in addition thereto it is liable for
34 a penalty of either 10% of the filing fee, license fee and

1 franchise taxes or \$200 plus \$5.00 for each month or fraction
2 thereof in which it has continued to transact business in
3 this State without a--certificate--of authority therefor,
4 whichever penalty is greater. The Attorney General shall
5 bring proceedings to recover all amounts due this State under
6 this Section.

7 (Source: P.A. 87-516.)

8 (805 ILCS 5/14.05) (from Ch. 32, par. 14.05)

9 Sec. 14.05. Annual report of domestic or foreign
10 corporation. Each domestic corporation organized under any
11 general law or special act of this State authorizing the
12 corporation to issue shares, other than homestead
13 associations, building and loan associations, banks and
14 insurance companies (which includes a syndicate or limited
15 syndicate regulated under Article V 1/2 of the Illinois
16 Insurance Code or member of a group of underwriters regulated
17 under Article V of that Code), and each foreign corporation
18 (except members of a group of underwriters regulated under
19 Article V of the Illinois Insurance Code) authorized to
20 transact business in this State, shall file, within the time
21 prescribed by this Act, an annual report setting forth:

22 (a) The name of the corporation.

23 (b) The address, including street and number, or
24 rural route number, of its registered office in this
25 State, and the name of its registered agent at that
26 address and a statement of change of its registered
27 office or registered agent, or both, if any.

28 (c) The address, including street and number, or
29 rural route number, of its principal office.

30 (d) The names and respective business residential
31 addresses, including street and number, or rural route
32 number, of its directors and officers.

33 (e) A statement of the aggregate number of shares

1 which the corporation has authority to issue, itemized by
2 classes and series, if any, within a class.

3 (f) A statement of the aggregate number of issued
4 shares, itemized by classes, and series, if any, within a
5 class.

6 (g) A statement, expressed in dollars, of the
7 amount of paid-in capital of the corporation as defined
8 in this Act.

9 (h) Either a statement that (1) all the property of
10 the corporation is located in this State and all of its
11 business is transacted at or from places of business in
12 this State, or the corporation elects to pay the annual
13 franchise tax on the basis of its entire paid-in capital,
14 or (2) a statement, expressed in dollars, of the value of
15 all the property owned by the corporation, wherever
16 located, and the value of the property located within
17 this State, and a statement, expressed in dollars, of the
18 gross amount of business transacted by the corporation
19 and the gross amount thereof transacted by the
20 corporation at or from places of business in this State
21 as of the close of its fiscal year on or immediately
22 preceding the last day of the third month prior to the
23 anniversary month or in the case of a corporation which
24 has established an extended filing month, as of the close
25 of its fiscal year on or immediately preceding the last
26 day of the third month prior to the extended filing
27 month; however, in the case of a domestic corporation
28 that has not completed its first fiscal year, the
29 statement with respect to property owned shall be as of
30 the last day of the third month preceding the anniversary
31 month and the statement with respect to business
32 transacted shall be furnished for the period between the
33 date of incorporation and the last day of the third month
34 preceding the anniversary month. In the case of a

1 foreign corporation that has not been authorized to
2 transact business in this State for a period of 12 months
3 and has not commenced transacting business prior to
4 obtaining a ~~certificate of~~ authority, the statement with
5 respect to property owned shall be as of the last day of
6 the third month preceding the anniversary month and the
7 statement with respect to business transacted shall be
8 furnished for the period between the date of its
9 authorization to transact business in this State and the
10 last day of the third month preceding the anniversary
11 month. If the data referenced in item (2) of this
12 subsection is not completed, the franchise tax provided
13 for in this Act shall be computed on the basis of the
14 entire paid-in capital.

15 (i) A statement, including the basis therefor, of
16 status as a "minority owned business" or as a "female
17 owned business" as those terms are defined in the
18 Minority--and--Female Business Enterprise for Minorities,
19 Females, and Persons with Disabilities Act.

20 (j) Additional information as may be necessary or
21 appropriate in order to enable the Secretary of State to
22 administer this Act and to verify the proper amount of
23 fees and franchise taxes payable by the corporation.

24 The annual report shall be made on forms prescribed and
25 furnished by the Secretary of State, and the information
26 therein required by paragraphs (a) through (d), both
27 inclusive, of this Section, shall be given as of the date of
28 the execution of the annual report and the information
29 therein required by paragraphs (e), (f) and (g) of this
30 Section shall be given as of the last day of the third month
31 preceding the anniversary month, except that the information
32 required by paragraphs (e), (f) and (g) shall, in the case of
33 a corporation which has established an extended filing month,
34 be given in its final transition annual report and each

1 subsequent annual report as of the close of its fiscal year
2 immediately preceding its extended filing month. It shall be
3 executed by the corporation by its president, a
4 vice-president, secretary, assistant secretary, treasurer or
5 other officer duly authorized by the board of directors of
6 the corporation to execute those reports, and verified by him
7 or her, or, if the corporation is in the hands of a receiver
8 or trustee, it shall be executed on behalf of the corporation
9 and verified by the receiver or trustee.

10 (Source: P.A. 91-593, eff. 8-14-99; revised 8-23-99.)

11 (805 ILCS 5/14.35) (from Ch. 32, par. 14.35)

12 Sec. 14.35. Report following merger or consolidation.

13 (a) Whenever a domestic corporation or a foreign
14 corporation authorized to transact business in this State is
15 the surviving corporation in a statutory merger or whenever a
16 domestic corporation is the new corporation in a
17 consolidation, it shall, within 60 days after the effective
18 date of the event, if the effective date occurs after both
19 December 31, 1990 and the last day of the third month
20 immediately preceding its anniversary month in 1991, execute
21 and file in accordance with Section 1.10 of this Act, a
22 report setting forth:

23 (1) The name of the corporation and the state or
24 country under the laws of which it is organized.

25 (2) A description of the merger or consolidation.

26 (3) A statement itemized by classes and series, if
27 any, within a class of the aggregate number of issued
28 shares of the corporation as last reported to the
29 Secretary of State in any document required to be filed
30 by this Act, other than an annual report, interim annual
31 report, or final transition annual report.

32 (4) A statement itemized by classes and series, if
33 any, within a class of the aggregate number of issued

1 shares of the corporation after giving effect to the
2 change.

3 (5) A statement, expressed in dollars, of the
4 amount of paid-in capital of the corporation as last
5 reported to the Secretary of State in any document
6 required to be filed by this Act, other than an annual
7 report, interim annual report, or final transition annual
8 report.

9 (6) A statement, expressed in dollars, of the
10 amount of paid-in capital of the corporation after giving
11 effect to the merger or consolidation, which amount,
12 except as provided in subsection (f) of Section 9.20 of
13 this Act, must be at least equal to the sum of the
14 paid-in capital amounts of the merged or consolidated
15 corporations before the event.

16 (7) Additional information concerning each of the
17 constituent corporations that was a party to a merger or
18 consolidation as may be necessary or appropriate to
19 verify the proper amount of fees and franchise taxes
20 payable by the corporation.

21 (b) The report shall be made on forms prescribed and
22 furnished by the Secretary of State.

23 (Source: P.A. 91-464, eff. 1-1-00.)

24 (805 ILCS 5/15.10) (from Ch. 32, par. 15.10)

25 Sec. 15.10. Fees for filing documents and---issuing
26 eertificates. The Secretary of State shall charge and collect
27 for:

28 (a) Filing articles of incorporation and--issuing--a
29 eertificate-of-incorporation, \$75.

30 (b) Filing articles of amendment and--issuing--a
31 eertificate-of-amendment, \$25, unless the amendment is a
32 restatement of the articles of incorporation, in which case
33 the fee shall be \$100.

1 (c) Filing articles of merger or consolidation and
2 ~~issuing-a-certificate-of-merger-or-consolidation~~, \$100, but
3 if the merger or consolidation involves more than 2
4 corporations, \$50 for each additional corporation.

5 (d) Filing articles of share exchange and ~~issuing-a-~~
6 ~~certificate-of-exchange~~, \$100.

7 (e) Filing articles of dissolution, \$5.

8 (f) Filing application to reserve a corporate name, \$25.

9 (g) Filing a notice of transfer of a reserved corporate
10 name, \$25.

11 (h) Filing statement of change of address of registered
12 office or change of registered agent, or both, if other than
13 on an annual report, \$5.

14 (i) Filing statement of the establishment of a series of
15 shares, \$25.

16 (j) Filing an application of a foreign corporation for
17 ~~certificate-of~~ authority to transact business in this State
18 ~~and-issuing-a-certificate-of-authority~~, \$75.

19 (k) Filing an application of a foreign corporation for
20 ~~amended certificate-of~~ authority to transact business in this
21 State ~~and-issuing-an-amended-certificate-of-authority~~, \$25.

22 (l) Filing a copy of amendment to the articles of
23 incorporation of a foreign corporation holding a ~~certificate~~
24 ~~of~~ authority to transact business in this State, \$25, unless
25 the amendment is a restatement of the articles of
26 incorporation, in which case the fee shall be \$100.

27 (m) Filing a copy of articles of merger of a foreign
28 corporation holding a certificate of authority to transact
29 business in this State, \$100, but if the merger involves more
30 than 2 corporations, \$50 for each additional corporation.

31 (n) Filing an application for withdrawal and final
32 report or a copy of articles of dissolution of a foreign
33 corporation ~~and-issuing-a-certificate-of-withdrawal~~, \$25.

34 (o) Filing an annual report, interim annual report, or

1 final transition annual report of a domestic or foreign
2 corporation, \$25.

3 (p) Filing an application for reinstatement of a
4 domestic or a foreign corporation and-issuing-a-certificate
5 of-reinstatement, \$100.

6 (q) Filing an application for use of an assumed
7 corporate name, \$150 ~~\$20-plus-\$2.50~~ for each year month or
8 part thereof ending in 0 or 5, \$120 for each year or part
9 thereof ending in 1 or 6, \$90 for each year or part thereof
10 ending in 2 or 7, \$60 for each year or part thereof ending in
11 3 or 8, \$30 for each year or part thereof ending in 4 or 9,
12 between the date of filing the application and the date of
13 the renewal of the assumed corporate name; and a renewal fee
14 for each assumed corporate name, \$150.

15 (r) To change an assumed corporate name for the period
16 remaining until the renewal date of the original assumed
17 name, \$25.

18 (s) Filing an application for cancellation of an assumed
19 corporate name, \$5.

20 (t) Filing an application to register the corporate name
21 of a foreign corporation, \$50; and an annual renewal fee for
22 the registered name, \$50.

23 (u) Filing an application for cancellation of a
24 registered name of a foreign corporation, \$25.

25 (v) Filing a statement of correction, \$25.

26 (w) Filing a petition for refund or adjustment, \$5.

27 (x) Filing a statement of election of an extended filing
28 month, \$25.

29 (y) Filing any other statement or report, \$5.

30 (Source: P.A. 88-691, eff. 1-24-95; 89-503, eff. 1-1-97.)

31 (805 ILCS 5/15.50) (from Ch. 32, par. 15.50)

32 Sec. 15.50. License fees payable by foreign
33 corporations. For the privilege of exercising its authority

1 to transact business in this State as set out in its
2 application therefor or any amendment thereto, the Secretary
3 of State shall charge and collect from each foreign
4 corporation the following license fees, computed on the basis
5 and at the rates prescribed in this Act:

6 (a) An initial license fee at the time of filing its
7 application for a ~~certificate~~ of authority to transact
8 business in this State whenever the application indicates the
9 corporation commenced transacting business prior to January
10 1, 1991.

11 (b) Except as otherwise provided in paragraph (e) of
12 this Section, an additional license fee at the time of filing
13 (1) a report of the issuance of additional shares, or (2) a
14 report of an increase in paid-in capital without the issuance
15 of shares, or (3) a report of cumulative changes in paid-in
16 capital or of an exchange or reclassification of shares,
17 whenever the report discloses an increase in the amount
18 represented in this State of its paid-in capital over the
19 greatest amount thereof theretofore reported in any document
20 required by this Act to be filed in the office of the
21 Secretary of State.

22 (c) Except as otherwise provided in paragraph (e) of
23 this Section, whenever the corporation shall be a party to a
24 statutory merger and shall be the surviving corporation, an
25 additional license fee at the time of filing its report of
26 ~~paid-in-capital~~ following the merger, if the report discloses
27 that the amount represented in this State of its paid-in
28 capital immediately after the merger is greater than the
29 aggregate of the amounts represented in this State of the
30 paid-in capital of all of the merged corporations.

31 (d) Except as otherwise provided in paragraph (e) of
32 this Section, an additional license fee payable with the
33 annual franchise tax each year in which the corporation is
34 required by this Act to file an annual report whenever the

1 report discloses an increase in the amount represented in
2 this State of its paid-in capital over the amount previously
3 determined to be represented in this State in accordance with
4 the provisions of this Act.

5 (e) The additional license fee referred to in paragraphs
6 (b), (c) and (d) of this Section shall not be payable with
7 respect to issuances of shares or increases in paid-in
8 capital that occur subsequent to both December 31, 1990 and
9 the last day of the third month immediately preceding the
10 anniversary month of a foreign corporation in 1991 or to an
11 increase in the amount represented in this State of its
12 paid-in capital over the amount previously determined to be
13 represented in this State in accordance with the provisions
14 of this Act.

15 (Source: P.A. 86-985; 86-1217; 87-516.)

16 (805 ILCS 5/15.55) (from Ch. 32, par. 15.55)

17 Sec. 15.55. Basis of computation of license fee payable
18 by foreign corporations.

19 (a) The basis for the initial license fee payable by a
20 foreign corporation shall be the amount represented in this
21 State, determined in accordance with the provisions of this
22 Section, of its paid-in capital whenever the application for
23 a--certificate--of authority indicates the corporation
24 commenced transacting business in this State prior to January
25 1, 1991.

26 (b) The basis for an additional license fee payable by a
27 foreign corporation, except in the case of a statutory
28 merger, shall be the increased amount represented in this
29 State, determined in accordance with the provisions of this
30 Section, of its paid-in capital as disclosed by the annual
31 report, by any report of issuance of additional shares, or of
32 an increase in paid-in capital without the issuance of
33 shares, or of an exchange or reclassification of shares, or

1 of cumulative changes in paid-in capital, but the basis shall
2 not include any increases in its paid-in capital represented
3 in this State that occur after both December 31, 1990 and
4 the last day of the third month immediately preceding its
5 anniversary month in 1991.

6 (c) Whenever a foreign corporation shall be a party to a
7 statutory merger that becomes effective either prior to
8 January 1, 1991 or on or prior to the last day of the third
9 month immediately preceding the surviving corporation's
10 anniversary month in 1991 and shall be the surviving
11 corporation, the basis for an additional license fee shall be
12 the increased amount represented in this State, determined in
13 accordance with the provisions of this Section, of the
14 paid-in capital of the surviving corporation immediately
15 after the merger over the aggregate of the amounts
16 represented in this State of the paid-in capital of the
17 merged corporations.

18 (d) For the purpose of determining the amount
19 represented in this State of the paid-in capital of a foreign
20 corporation that shall be a party to a statutory merger that
21 becomes effective either prior to January 1, 1991 or on or
22 prior to the last day of the third month immediately
23 preceding the surviving corporation's anniversary month in
24 1991, the amount represented in this State shall be that
25 proportion of its paid-in capital that the sum of (1) the
26 value of its property located in this State and (2) the gross
27 amount of business transacted by it at or from places of
28 business in this State bears to the sum of (1) the value of
29 all of its property, wherever located, and (2) the gross
30 amount of its business, wherever transacted.

31 (e) The proportion represented in this State of the
32 paid-in capital of a foreign corporation shall be determined
33 from information contained in the latest annual report of the
34 corporation on file on the date the particular increase in

1 paid-in capital is shown to have been made, or, if no annual
2 report was on file on the date of the increase, from
3 information contained in the application of the corporation
4 for a--certificate-of authority to transact business in this
5 State, or, in case of a merger that becomes effective either
6 prior to January 1, 1991 or on or prior to the last day of
7 the third month immediately preceding the surviving
8 corporation's anniversary month in 1991, from information
9 contained in the report of the surviving corporation of the
10 amount of its paid-in capital following the merger.

11 (f) No basis under this Section may consist of any
12 redeemable preference shares sold to the United States
13 Secretary of Transportation under Sections 505 and 506 of
14 Public Law 94-210.

15 (Source: P.A. 86-985; 86-1217.)

16 (805 ILCS 5/15.65) (from Ch. 32, par. 15.65)

17 Sec. 15.65. Franchise taxes payable by foreign
18 corporations. For the privilege of exercising its authority
19 to transact such business in this State as set out in its
20 application therefor or any amendment thereto, each foreign
21 corporation shall pay to the Secretary of State the following
22 franchise taxes, computed on the basis, at the rates and for
23 the periods prescribed in this Act:

24 (a) An initial franchise tax at the time of filing its
25 application for a--certificate--of authority to transact
26 business in this State.

27 (b) An additional franchise tax at the time of filing
28 (1) a report of the issuance of additional shares, or (2) a
29 report of an increase in paid-in capital without the issuance
30 of shares, or (3) a report of cumulative changes in paid-in
31 capital or a report of an exchange or reclassification of
32 shares, whenever any such report discloses an increase in its
33 paid-in capital over the amount thereof last reported in any

1 document, other than an annual report, interim annual report
2 or final transition annual report, required by this Act to be
3 filed in the office of the Secretary of State.

4 (c) Whenever the corporation shall be a party to a
5 statutory merger and shall be the surviving corporation, an
6 additional franchise tax at the time of filing its report of
7 ~~paid-in-capital-or-of-cumulative-changes-in--paid-in--capital~~
8 following the merger, if such report discloses that the
9 amount represented in this State of its paid-in capital
10 immediately after the merger is greater than the aggregate of
11 the amounts represented in this State of the paid-in capital
12 of such of the merged corporations as were authorized to
13 transact business in this State at the time of the merger, as
14 last reported by them in any documents, other than annual
15 reports, required by this Act to be filed in the office of
16 the Secretary of State; and in addition, the surviving
17 corporation shall be liable for a further additional
18 franchise tax on the paid-in capital of each of the merged
19 corporations as last reported by them in any document, other
20 than an annual report, required by this Act to be filed with
21 the Secretary of State, from their taxable year end to the
22 next succeeding anniversary month or, in the case of a
23 corporation which has established an extended filing month,
24 the extended filing month of the surviving corporation;
25 however if the taxable year ends within the 2 month period
26 immediately preceding the anniversary month or the extended
27 filing month of the surviving corporation, the tax will be
28 computed to the anniversary or, extended filing month of the
29 surviving corporation in the next succeeding calendar year.

30 (d) An annual franchise tax payable each year with any
31 annual report which the corporation is required by this Act
32 to file.

33 (Source: P.A. 86-985.)

1 (805 ILCS 5/15.70) (from Ch. 32, par. 15.70)

2 Sec. 15.70. Basis for computation of franchise taxes
3 payable by foreign corporations.

4 (a) The basis for the initial franchise tax payable by a
5 foreign corporation shall be the amount represented in this
6 State, determined in accordance with the provisions of this
7 Section, of its paid-in capital as disclosed by its
8 application for a ~~certificate~~ of authority to transact
9 business in this State.

10 (b) The basis for an additional franchise tax payable by
11 a corporation, except in the case of a statutory merger,
12 shall be the increased amount represented in this State,
13 determined in accordance with the provisions of this Section,
14 of its paid-in capital as disclosed by any report of issuance
15 of additional shares, or of an increase in paid-in capital
16 without the issuance of shares, or of an exchange or
17 reclassification of shares, or of cumulative changes in
18 paid-in capital.

19 (c) Whenever a foreign corporation shall be a party to a
20 statutory merger and shall be the surviving corporation, the
21 basis for an additional franchise tax shall be the increased
22 amount represented in this State, determined in accordance
23 with the provisions of this Section, of the paid-in capital
24 of the surviving corporation immediately after the merger
25 over the aggregate of the amounts represented in this State
26 of the paid-in capital of the merged corporations; provided,
27 however, the basis for a further additional franchise tax
28 payable by the surviving corporation shall be determined in
29 accordance with the provisions of this Section, on the
30 paid-in capital of each of the merged corporations from its
31 taxable year end to the next succeeding anniversary month or,
32 in the case of a corporation that has established an extended
33 filing month, the extended filing month of the surviving
34 corporation; however if the taxable year ends within the 2

1 month period immediately preceding the anniversary month or,
2 in the case of a corporation that has established an extended
3 filing month, the extended filing month of the surviving
4 corporation, the tax shall be computed to the anniversary
5 month or, in the case of a corporation that has established
6 an extended filing month, the extended filing month of the
7 surviving corporation in the next succeeding calendar year.

8 (d) The basis for the annual franchise tax payable by a
9 foreign corporation shall be the amount represented in this
10 State, determined in accordance with the provisions of this
11 Section, of its paid-in capital on the last day of the third
12 month preceding the anniversary month or, in the case of a
13 corporation that has established an extended filing month, on
14 the last day of the corporation's fiscal year preceding the
15 extended filing month.

16 (e) The amount represented in this State of the paid-in
17 capital of a foreign corporation shall be that proportion of
18 its paid-in capital that the sum of (1) the value of its
19 property located in this State and (2) the gross amount of
20 business transacted by it at or from places of business in
21 this State bears to the sum of (1) the value of all of its
22 property, wherever located, and (2) the gross amount of its
23 business, wherever transacted, except as follows:

24 (1) If the corporation elects in its annual report
25 in any year to pay its franchise tax upon its entire
26 paid-in capital, all franchise taxes accruing against the
27 corporation for that taxable year shall be computed
28 accordingly until the corporation elects otherwise in an
29 annual report for a subsequent year.

30 (2) If the corporation fails to file its annual
31 report in any year within the time prescribed by this
32 Act, the proportion of its paid-in capital represented in
33 this State shall be deemed to be its entire paid-in
34 capital, unless its annual report is thereafter filed and

1 its franchise taxes are thereafter adjusted by the
2 Secretary of State in accordance with the provisions of
3 this Act, in which case the proportion shall likewise be
4 adjusted to the same proportion that would have prevailed
5 if the corporation had filed its annual report within the
6 time prescribed by this Act.

7 (3) In the case of a statutory merger that becomes
8 effective either prior to January 1, 1991 or on or prior
9 to the last day of the third month preceding the
10 corporation's anniversary month in 1991, the amount of
11 the paid-in capital represented in this State of the
12 surviving corporation immediately after the merger, until
13 the filing of the next annual report of such corporation,
14 shall be deemed to be that proportion of the paid-in
15 capital of the surviving corporation that the aggregate
16 amounts represented in this State of the sum of the
17 paid-in capital of the merged corporations, separately
18 determined, bore to the total of the sum of the paid-in
19 capital of all of the merged corporations immediately
20 prior to the merger.

21 (f) For increases in paid-in capital that occur either
22 prior to January 1, 1991 or on or prior to the last day of
23 the third month preceding the corporation's anniversary month
24 in 1991, the proportion represented in this State of the
25 paid-in capital of a foreign corporation shall be determined
26 from information contained in the latest annual report of the
27 corporation on file on the date the particular increase in
28 paid-in capital is shown to have been made, or, if no annual
29 report was on file on the date of the increase, from
30 information contained in its application for a ~~certificate of~~
31 authority to transact business in this State, or, in case of
32 a merger that becomes effective either prior to January 1,
33 1991 or on or prior to the last day of the third month
34 preceding the surviving corporation's anniversary month in

1 1991, from information contained in the report of the
2 surviving corporation of the amount of its paid-in capital
3 following the merger. For changes in paid-in capital that
4 occur after both December 31, 1990 and the last day of such
5 third month, the proportion represented in this State of the
6 paid-in capital of a corporation shall be determined from
7 information contained in the latest annual report of the
8 corporation for the taxable period in which the particular
9 increase in paid-in capital is shown to have been made or, if
10 no annual report was on file on the date of the increase,
11 from information contained in its application for certificate
12 of authority to transact business in Illinois.

13 (g) No basis under this Section may consist of any
14 redeemable preference shares sold to the United States
15 Secretary of Transportation under Sections 505 and 506 of
16 Public Law 94-210.

17 (Source: P.A. 91-464, eff. 1-1-00.)

18 (805 ILCS 5/15.75) (from Ch. 32, par. 15.75)

19 Sec. 15.75. Rate of franchise taxes payable by foreign
20 corporations.

21 (a) The annual franchise tax payable by each foreign
22 corporation shall be computed at the rate of 1/12 of 1/10 of
23 1% for each calendar month or fraction thereof for the period
24 commencing on the first day of July 1983 to the first day of
25 the anniversary month in 1984, but in no event shall the
26 amount of the annual franchise tax be less than \$2.083333 per
27 month based on a minimum of \$25 per annum or more than
28 \$83,333.333333 per month, thereafter, the annual franchise
29 tax payable by each foreign corporation shall be computed at
30 the rate of 1/10 of 1% for the 12-months' period commencing
31 on the first day of the anniversary month or, in the case of
32 a corporation that has established an extended filing month,
33 the extended filing month of the corporation, but in no event

1 shall the amount of the annual franchise tax be less than \$25
2 nor more than \$1,000,000 per annum.

3 (b) The annual franchise tax payable by each foreign
4 corporation at the time of filing a statement of election and
5 interim annual report shall be computed at the rate of 1/10
6 of 1% for the 12 month period commencing on the first day of
7 the anniversary month of the corporation next following the
8 filing, but in no event shall the amount of the annual
9 franchise tax be less than \$25 nor more than \$1,000,000 per
10 annum.

11 (c) The annual franchise tax payable at the time of
12 filing the final transition annual report shall be an amount
13 equal to (i) 1/12 of 1/10 of 1% per month of the proportion
14 of paid-in capital represented in this State as shown in the
15 final transition annual report multiplied by (ii) the number
16 of months commencing with the anniversary month next
17 following the filing of the statement of election until, but
18 excluding, the second extended filing month, less the annual
19 franchise tax theretofore paid at the time of filing the
20 statement of election, but in no event shall the amount of
21 the annual franchise tax be less than \$2.083333 per month
22 based on a minimum of \$25 per annum or more than
23 \$83,333.333333 per month.

24 (d) The initial franchise tax payable after January 1,
25 1983, but prior to January 1, 1991, by each foreign
26 corporation shall be computed at the rate of 1/10 of 1% for
27 the 12 months' period commencing on the first day of the
28 anniversary month in which the application for certificate-of
29 authority is filed by ~~issued-to~~ the corporation under Section
30 13.15 of this Act, but in no event shall the franchise tax be
31 less than \$25 nor more than \$1,000,000 per annum. Except in
32 the case of a foreign corporation that has begun transacting
33 business in Illinois prior to January 1, 1991, the initial
34 franchise tax payable on or after January 1, 1991, by each

1 foreign corporation, shall be computed at the rate of 15/100
2 of 1% for the 12 month period commencing on the first day of
3 the anniversary month in which the application for
4 ~~certificate~~ of authority is filed by ~~issued to~~ the
5 corporation under Section 13.15 of this Act, but in no event
6 shall the franchise tax be less than \$25 nor more than
7 \$1,000,000 per annum plus 1/20 of 1% of the basis therefor.

8 (e) Whenever the application for ~~the certificate of~~
9 authority indicates that the corporation commenced
10 transacting business:

11 (1) prior to January 1, 1991, the initial franchise
12 tax shall be computed at the rate of 1/12 of 1/10 of 1%
13 for each calendar month; or

14 (2) after December 31, 1990, the initial franchise
15 tax shall be computed at the rate of 1/12 of 15/100 of 1%
16 for each calendar month.

17 (f) Each additional franchise tax payable by each
18 foreign corporation for the period beginning January 1, 1983
19 through December 31, 1983 shall be computed at the rate of
20 1/12 of 1/10 of 1% for each calendar month or fraction
21 thereof between the date of each respective increase in its
22 paid-in capital and its anniversary month in 1984; thereafter
23 until the last day of the month that is both after December
24 31, 1990 and the third month immediately preceding the
25 anniversary month in 1991, each additional franchise tax
26 payable by each foreign corporation shall be computed at the
27 rate of 1/12 of 1/10 of 1% for each calendar month, or
28 fraction thereof, between the date of each respective
29 increase in its paid-in capital and its next anniversary
30 month; however, if the increase occurs within the 2 month
31 period immediately preceding the anniversary month, the tax
32 shall be computed to the anniversary month of the next
33 succeeding calendar year. Commencing with increases in
34 paid-in capital that occur subsequent to both December 31,

1 1990 and the last day of the third month immediately
2 preceding the anniversary month in 1991, the additional
3 franchise tax payable by a foreign corporation shall be
4 computed at the rate of 15/100 of 1%.

5 (Source: P.A. 91-464, eff. 1-1-00.)

6 (805 ILCS 5/15.95) (from Ch. 32, par. 15.95)

7 Sec. 15.95. Department of Business Services Special
8 Operations Fund. ~~Division of Corporations Special--Operations~~
9 ~~Fund.~~

10 (a) A special fund in the State treasury known as the
11 Division of Corporations Special Operations Fund is renamed
12 the Department of Business Services Special Operations Fund.
13 Moneys deposited into the Fund shall, subject to
14 appropriation, be used by the Department of Business Services
15 of the Office of the Secretary of State, hereinafter
16 "Department", to create and maintain the capability to
17 perform expedited services in response to special requests
18 made by the public for same day or 24 hour service. Moneys
19 deposited into the Fund shall be used for, but not limited
20 to, expenditures for personal services, retirement, social
21 security, contractual services, equipment, electronic data
22 processing, and telecommunications.

23 (b) The balance in the Fund at the end of any fiscal
24 year shall not exceed \$400,000 and any amount in excess
25 thereof shall be transferred to the General Revenue Fund.

26 (c) All fees payable to the Secretary of State under
27 this Section shall be deposited into the Fund. No other fees
28 or taxes collected under this Act shall be deposited into the
29 Fund.

30 (d) "Expedited services" means services rendered within
31 the same day, or within 24 hours from the time, the request
32 therefor is submitted by the filer, law firm, service
33 company, or messenger physically in person or, at the

1 Secretary of State's discretion, by electronic means, to the
 2 Department's Springfield Office and includes requests for
 3 certified copies, photocopies, and certificates of good
 4 standing or fact made to the Department's Springfield Office
 5 in person or by telephone, or requests for certificates of
 6 good standing or fact made in person or by telephone to the
 7 Department's Chicago Office.

8 (e) Fees for expedited services shall be as follows:

9 Restatement of articles, \$100;

10 Merger, consolidation or exchange, \$100;

11 Articles of incorporation, \$50;

12 Articles of amendment, \$50;

13 Revocation of dissolution, \$50;

14 Reinstatement, \$50;

15 Application for Certificate of authority, \$50;

16 Cumulative report of changes in issued shares or paid-in
 17 capital, \$50;

18 Report following merger or consolidation, \$50;

19 Certificate of good standing or fact, \$10;

20 All other filings, copies of documents, annual reports
 21 for the 3 preceding years, and copies of documents of
 22 dissolved or revoked corporations having a file number over
 23 5199, \$25.

24 (f) Expedited services shall not be available for a
 25 statement of correction, a petition for refund or adjustment,
 26 or a request involving more than 3 year's annual reports or
 27 involving dissolved corporations with a file number below
 28 5200.

29 (Source: P.A. 91-463, eff. 1-1-00.)

30 Section 10. The General Not For Profit Corporation Act
 31 of 1986 is amended by changing Sections 101.10, 101.75,
 32 101.80, 102.10, 102.15, 102.20, 102.35, 103.05, 104.05,
 33 105.05, 105.10, 105.20, 105.25, 105.30, 108.75, 110.30,

1 110.35, 111.25, 111.40, 111.45, 112.20, 112.25, 112.35,
 2 112.45, 112.80, 113.05, 113.10, 113.15, 113.20, 113.25,
 3 113.30, 113.35, 113.40, 113.45, 113.50, 113.55, 113.60,
 4 113.65, 113.70, 114.05, 115.05, 115.10, and 115.20 as
 5 follows:

6 (805 ILCS 105/101.10) (from Ch. 32, par. 101.10)

7 Sec. 101.10. Forms, execution, acknowledgment and
 8 filing. (a) All reports required by this Act to be filed in
 9 the office of the Secretary of State shall be made on forms
 10 which shall be prescribed and furnished by the Secretary of
 11 State. Forms for all other documents to be filed in the
 12 office of the Secretary of State shall be furnished by the
 13 Secretary of State on request therefor, but the use thereof,
 14 unless otherwise specifically prescribed in this Act, shall
 15 not be mandatory.

16 (b) Whenever any provision of this Act specifically
 17 requires any document to be executed by the corporation in
 18 accordance with this Section, unless otherwise specifically
 19 stated in this Act and subject to any additional provisions
 20 of this Act, such document shall be executed, in ink, as
 21 follows:

22 (1) The articles of incorporation shall be signed by the
 23 incorporator or incorporators.

24 (2) All other documents shall be signed:

25 (i) By the president, a vice-president, the secretary,
 26 an assistant secretary, the treasurer, or other officer duly
 27 authorized by the board of directors of the corporation to
 28 execute the document; or (i)--By--the--president---or---a
 29 vice-president--and--verified--by--him--or--her,--and--attested--by
 30 the--secretary--or--an--assistant--secretary--(or--by--such--officers
 31 as---may---be---duly---authorized--to--exercise--the--duties,
 32 respectively,--ordinarily--exercised--by--the--president---or
 33 vice-president--and--by--the--secretary--or--assistant--secretary--of

1 a-corporation); or

2 (ii) If it shall appear from the document that there are
3 no such officers, then by a majority of the directors or by
4 such directors as may be designated by the board; or

5 (iii) If it shall appear from the document that there
6 are no such officers or directors, then by the members, or
7 such of them as may be designated by the members at a lawful
8 meeting; or

9 (iv) If the corporate assets are in the possession of a
10 receiver, trustee or other court-appointed officer, then by
11 the fiduciary or the majority of them if there are more than
12 one.

13 (c) The name of a person signing the document and the
14 capacity in which he or she signs shall be stated beneath or
15 opposite his or her signature.

16 (d) Whenever any provision of this Act requires any
17 document to be verified, such requirement is satisfied by
18 either:

19 (1) The formal acknowledgment by the person or one of
20 the persons signing the instrument that it is his or her act
21 and deed or the act and deed of the corporation, as the case
22 may be, and that the facts stated therein are true. Such
23 acknowledgment shall be made before a person who is
24 authorized by the law of the place of execution to take
25 acknowledgments of deeds and who, if he or she has a seal of
26 office, shall affix it to the instrument; or

27 (2) The signature, without more, of the person or
28 persons signing the instrument, in which case such signature
29 or signatures shall constitute the affirmation or
30 acknowledgment of the signatory, under penalties of perjury,
31 that the instrument is his or her act and deed or the act and
32 deed of the corporation, as the case may be, and that the
33 facts stated therein are true.

34 (e) Whenever any provision of this Act requires any

1 document to be filed with the Secretary of State or in
2 accordance with this Section, such requirement means that:

3 (1) The original signed document, and if in duplicate as
4 provided by this Act, one true copy, which may be signed, or
5 carbon or photocopy shall be delivered to the office of the
6 Secretary of State.

7 (2) All fees and charges authorized by law to be
8 collected by the Secretary of State in connection with the
9 filing of the document shall be tendered to the Secretary of
10 State.

11 (3) If the Secretary of State finds that the document
12 conforms to law, he or she shall, when all fees and charges
13 have been paid as in this Act prescribed:

14 (i) Endorse on the original and on the true copy, if
15 any, the word "filed" and the month, day and year thereof;

16 (ii) File the original in his or her office;

17 (iii) (Blank) ~~Where--so--provided--by--this--Act,--issue--a~~
18 ~~certificate--or--certificates,--as--the--case--may--be,--to--which--he~~
19 ~~or--she--shall--affix--the--true--copy;~~ and

20 (iv) If the filing is in duplicate, he or she shall
21 return the copy, with a certificate, if any, affixed thereto,
22 to the corporation or its representative who shall file it
23 for record in the office of the Recorder of the county in
24 which the registered office of the corporation is situated in
25 this State within 15 days after the mailing thereof by the
26 Secretary of State, unless such document cannot with
27 reasonable diligence be filed within such time, in which case
28 it shall be filed as soon thereafter as may be reasonably
29 possible. Upon filing any document in the office of the
30 Recorder, as provided in this subparagraph, the corporation
31 or its representative shall pay to the office of the Recorder
32 the appropriate filing or recording fee imposed by law.

33 (f) If another Section of this Act specifically
34 prescribes a manner of filing or executing a specified

1 document which differs from the corresponding provisions of
2 this Section, then the provisions of such other Section shall
3 govern.

4 (Source: P.A. 84-1423.)

5 (805 ILCS 105/101.75) (from Ch. 32, par. 101.75)

6 Sec. 101.75. Election to Accept Act.

7 (a) Any not-for-profit corporation without shares or
8 capital stock heretofore organized under any General Law or
9 created by Special Act of the Legislature of this State, or
10 any corporation having shares or capital stock organized
11 under any General Law or created by Special Act of the
12 Legislature of this State prior to the adoption of the
13 Constitution of 1870, for a purpose or purposes for which a
14 corporation may be organized under this Act, or any
15 corporation formed for religious purposes under An Act
16 Concerning Corporations, effective July 1, 1872, as amended,
17 may elect to accept this Act in the following manner:

18 (1) Unless the articles of incorporation or the
19 equivalent or the bylaws provide otherwise, where there are
20 members or shareholders entitled to vote, the board of
21 directors shall adopt a resolution recommending that the
22 corporation accept this Act and directing that the question
23 of such acceptance be submitted to a vote at a meeting of the
24 members or shareholders entitled to vote, which may be either
25 an annual or a special meeting. The members or shareholders
26 entitled to vote may elect that such corporation accept this
27 Act by the affirmative vote of at least two-thirds of the
28 votes present and voted either in person or by proxy.

29 (2) Unless the articles of incorporation or the
30 equivalent or the bylaws provide otherwise, where there are
31 no members or shareholders having voting rights, election to
32 accept this Act may be made at a meeting of the board of
33 directors pursuant to a majority vote of the directors

1 present and voting at a meeting at which a quorum is present.

2 (b) Upon complying with Subsection (a), the corporation
3 shall execute and file in duplicate a statement, in
4 accordance with Section 101.10 of this Act, and shall also
5 file a copy of its articles of incorporation, if any, and all
6 amendments thereto. Such statement shall set forth:

7 (1) A corporate name for the corporation that satisfies
8 the requirements of this Act;

9 (2) The specific purpose or purposes for which the
10 corporation is organized, from among the purposes authorized
11 in Section 103.05 of this Act;

12 (3) The address of the corporation's registered office
13 and the name of its registered agent at that office;

14 (4) The names and respective residential addresses of
15 its officers and directors;

16 (5) A statement that the attached copy, if any, of the
17 articles of incorporation of the corporation is true and
18 correct;

19 (6) A statement by the corporation that it has elected
20 to accept this Act and that all reports have been filed and
21 all fees, taxes and penalties due to the State of Illinois,
22 accruing under any Act to which the corporation has
23 theretofore been subject, have been paid;

24 (7) Where there are members or shareholders having
25 voting rights, a statement setting forth the date of the
26 meeting of the members or shareholders at which the election
27 to accept this Act was made; that a quorum was present at
28 such meeting, and that such acceptance was authorized either
29 by the affirmative vote of at least two-thirds of the votes
30 present and voted either in person or by proxy, or in
31 compliance with any different provision of the articles of
32 incorporation or their equivalent or of the bylaws.

33 (8) Where there are no members or shareholders having
34 voting rights, a statement of such fact, the date of the

1 meeting of the board of directors at which the election to
2 accept this Act was made, that a quorum was present at such
3 meeting, and that such acceptance was authorized by majority
4 vote of the directors present and voting at such meeting;

5 (9) A statement that, in addition, the corporation
6 followed the requirements of its articles of incorporation
7 and bylaws so far as applicable in effecting such acceptance;

8 (10) Where the corporation has issued shares of stock, a
9 statement of such fact, including the number of shares
10 theretofore authorized, the number issued and outstanding;
11 and a statement that all issued and outstanding shares of
12 stock have been delivered to the corporation to be canceled
13 upon the acceptance of this Act by the corporation becoming
14 effective and that from and after the effective date of said
15 acceptance, the authority to issue shares shall be thereby
16 terminated.

17 (c) When the provisions of Subsection (b) have been
18 complied with, the Secretary of State shall file the
19 statement ~~issue-a-certificate~~ of acceptance.

20 (d) Upon the filing of a statement ~~issuance--of--a~~
21 ~~certificate~~ of acceptance, the election of the corporation to
22 accept this Act shall become effective, and such corporation
23 shall have the same powers and privileges, and be subject to
24 the same duties, restrictions, penalties and liabilities as
25 though such corporation had been originally organized
26 hereunder, and shall also be subject to any duty or
27 obligation expressly imposed upon such corporation by its
28 special charter; provided, however,

29 (1) That no amendment to the articles of incorporation
30 adopted after such election to accept this Act shall release
31 or terminate any duty or obligation expressly imposed upon
32 any such corporation under and by virtue of such special
33 charter, or enlarge any right, power, or privilege granted
34 any such corporation under a special charter except to the

1 extent that such right, power or privilege might have been
2 included in the articles of incorporation of a corporation
3 organized under this Act; and

4 (2) That in the case of any corporation with issued
5 shares of stock, the holders of such issued shares who
6 surrender them to the corporation to be canceled upon the
7 acceptance of this Act by the corporation becoming effective,
8 shall have such rights as the election to accept this Act
9 provides.

10 (Source: P.A. 84-1423.)

11 (805 ILCS 105/101.80) (from Ch. 32, par. 101.80)

12 Sec. 101.80. Definitions. As used in this Act, unless
13 the context otherwise requires, the words and phrases defined
14 in this Section shall have the meanings set forth herein.

15 (a) "Anniversary" means that day each year exactly one
16 or more years after:

17 (1) The date ~~on-the-certificate~~ of filing the articles
18 of incorporation prescribed by ~~issued-under~~ Section 102.10 of
19 this Act, in the case of a domestic corporation;

20 (2) The date ~~on---the---certificate~~ of filing the
21 application for authority prescribed by ~~issued-under~~ Section
22 113.15 of this Act in the case of a foreign corporation;

23 (3) The date ~~on-the-certificate~~ of filing the statement
24 of acceptance prescribed by ~~issued-under~~ Section 101.75 of
25 this Act, in the case of a corporation electing to accept
26 this Act; or

27 (4) The date ~~on-the-certificate~~ of filing the articles
28 of consolidation prescribed by ~~issued-under~~ Section 111.25 of
29 this Act in the case of a consolidation.

30 (b) "Anniversary month" means the month in which the
31 anniversary of the corporation occurs.

32 (c) "Articles of incorporation" means the original
33 articles of incorporation including the articles of

1 incorporation of a new corporation set forth in the articles
2 of consolidation or set forth in a statement of election to
3 accept this Act, and all amendments thereto, whether
4 evidenced by articles of amendment, articles of merger or
5 statement of correction affecting articles. Restated
6 articles of incorporation shall supersede the original
7 articles of incorporation and all amendments thereto prior to
8 the effective date of filing the articles of amendment
9 incorporating the restated articles of incorporation. In the
10 case of a corporation created by a Special Act of the
11 Legislature, "Articles of incorporation" means the special
12 charter and any amendments thereto made by Special Act of the
13 Legislature or pursuant to general laws.

14 (d) "Board of directors" means the group of persons
15 vested with the management of the affairs of the corporation
16 irrespective of the name by which such group is designated.

17 (e) "Bylaws" means the code or codes of rules adopted
18 for the regulation or management of the affairs of the
19 corporation irrespective of the name or names by which such
20 rules are designated.

21 (f) "Corporation" or "domestic corporation" means a
22 domestic not-for-profit corporation subject to the provisions
23 of this Act, except a foreign corporation.

24 (g) "Delivered," for the purpose of determining if any
25 notice required by this Act is effective, means:

26 (1) Transferred or presented to someone in person;

27 (2) Deposited in the United States mail addressed to the
28 person at his, her or its address as it appears on the
29 records of the corporation, with sufficient first-class
30 postage prepaid thereon; or

31 (3) Posted at such place and in such manner or otherwise
32 transmitted to the person's premises as may be authorized and
33 set forth in the articles of incorporation or the bylaws.

34 (h) "Foreign corporation" means a not-for-profit

1 corporation as defined and organized under the laws other
2 than the laws of this State, for a purpose or purposes for
3 which a corporation may be organized under this Act.

4 (i) "Incorporator" means one of the signers of the
5 original articles of incorporation.

6 (j) "Insolvent" means that a corporation is unable to
7 pay its debts as they become due in the usual course of the
8 conduct of its affairs.

9 (k) "Member" means a person or any organization, whether
10 not for profit or otherwise, having membership rights in a
11 corporation in accordance with the provisions of its articles
12 of incorporation or bylaws.

13 (l) "Net assets," for the purpose of determining the
14 authority of a corporation to make distributions, is equal to
15 the difference between the assets of the corporation and the
16 liabilities of the corporation.

17 (m) "Not-for-profit corporation" means a corporation
18 subject to this Act and organized solely for one or more of
19 the purposes authorized by Section 103.05 of this Act.

20 (n) "Registered office" means that office maintained by
21 the corporation in this State, the address of which is on
22 file in the office of the Secretary of State, at which any
23 process, notice or demand required or permitted by law may be
24 served upon the registered agent of the corporation.

25 (o) "Special charter" means the charter granted to a
26 corporation created by special act of the Legislature whether
27 or not the term "charter" or "special charter" is used in
28 such special act.

29 (Source: P.A. 84-1423.)

30 (805 ILCS 105/102.10) (from Ch. 32, par. 102.10)

31 Sec. 102.10. Articles of Incorporation. The articles of
32 incorporation shall be executed and filed in duplicate in
33 accordance with Section 101.10 of this Act.

1 (a) The articles of incorporation must set forth:

2 (1) A corporate name for the corporation that satisfies
3 the requirements of this Act;

4 (2) The specific purpose or purposes for which the
5 corporation is organized, from among the purposes authorized
6 in Section 103.05 of this Act;

7 (3) The address of the corporation's initial registered
8 office and the name of its initial registered agent at that
9 office;

10 (4) The name and address of each incorporator;

11 (5) The number of directors constituting the first board
12 of directors and the names and the residential addresses of
13 each such director;

14 (6) With respect to any organization a purpose of which
15 is to function as a club, as defined in Section 1-3.24 of
16 "The Liquor Control Act of 1934", as now or hereafter
17 amended, a statement that it will comply with the State and
18 local laws and ordinances relating to alcoholic liquors;

19 (7) Whether the corporation is a condominium association
20 as established under the Condominium Property Act, a
21 cooperative housing corporation defined in Section 216 of the
22 Internal Revenue Code of 1954 or a homeowner association
23 which administers a common-interest community as defined in
24 subsection (c) of Section 9-102 of the Code of Civil
25 Procedure.

26 (b) The articles of incorporation may set forth:

27 (1) Provisions not inconsistent with law with respect
28 to:

29 (i) Managing and regulating the affairs of the
30 corporation, including any provision for distribution of
31 assets on final dissolution;

32 (ii) Providing that the corporation shall have no
33 members, or shall have one or more classes of members;

34 (iii) Limiting, enlarging or denying the right of the

1 members of any class or classes of members, to vote;

2 (iv) Defining, limiting, and regulating the rights,
3 powers and duties of the corporation, its officers, directors
4 and members; or

5 (v) Superseding any provision of this Act that requires
6 for approval of corporation action a two-thirds vote of
7 members or class of members entitled to vote by specifying
8 any smaller or larger vote requirement not less than a
9 majority of the votes which members entitled to vote on a
10 matter shall vote, either in person or by proxy, at a meeting
11 at which there is a quorum.

12 (2) Any provision that under this Act is required or
13 permitted to be set forth in the articles of incorporation or
14 bylaws.

15 (c) The articles of incorporation need not set forth any
16 of the corporate powers enumerated in this Act.

17 (d) The duration of a corporation is perpetual unless
18 otherwise specified in the articles of incorporation.

19 (e) When the provisions of this Section have been
20 complied with, the Secretary of State shall file the articles
21 issue-a-certificate of incorporation.

22 (Source: P.A. 84-1423.)

23 (805 ILCS 105/102.15) (from Ch. 32, par. 102.15)

24 Sec. 102.15. Effect of--issuance--of--certificate of
25 incorporation. Upon the filing of articles issuance--of--the
26 certificate of incorporation by the Secretary of State, the
27 corporate existence shall begin, and such filing certificate
28 of--incorporation shall be conclusive evidence, except as
29 against the State, that all conditions precedent required to
30 be performed by the incorporators have been complied with and
31 that the corporation has been incorporated under this Act.

32 (Source: P.A. 84-1423.)

1 (805 ILCS 105/102.20) (from Ch. 32, par. 102.20)

2 Sec. 102.20. Organization of Corporation.

3 (a) After filing the~~---~~issuance~~---~~of the articles
4 certificate of incorporation, the first meeting of the board
5 of directors shall be held at the call of a majority of the
6 incorporators or of the directors for the purpose of:

- 7 (1) Adopting bylaws;
- 8 (2) Electing officers; and
- 9 (3) Such other purposes as may come before the
10 meeting.

11 In lieu of a meeting, director action may be taken by
12 consent in writing, pursuant to Section 108.45 of this Act.

13 (b) If the corporation has members, a first meeting of
14 the members may be held at the call of an officer or of a
15 majority of the directors, for such purposes as shall be
16 stated in the notice of the meeting.

17 If the corporation has members entitled to vote, then in
18 lieu of a meeting, member action may be taken by consent in
19 writing, pursuant to Section 107.10 of this Act.

20 (c) At least three days' written notice of an
21 organizational meeting shall be given unless the persons
22 entitled to such notice waive the same in writing, either
23 before or after such meeting. An organizational meeting may
24 be held either within or without this State.

25 (Source: P.A. 84-1423.)

26 (805 ILCS 105/102.35) (from Ch. 32, par. 102.35)

27 Sec. 102.35. Incorporation of an association or society.

28 (a) When an unincorporated association or society,
29 organized for any of the purposes for which a corporation
30 could be formed under this Act, authorizes the incorporation
31 of the association or society by the same procedure and
32 affirmative vote of its voting members or delegates as its
33 constitution, bylaws, or other fundamental agreement requires

1 for an amendment to its fundamental agreement or, if no such
 2 vote is specified, by a majority vote of the voting members
 3 present at a duly convened meeting the purpose of which is
 4 stated in the notice of the meeting, then following the
 5 filing of articles of incorporation under Section 102.10
 6 setting forth those facts and that the required vote has been
 7 obtained and upon the filing of the articles issuance of a
 8 certificate of incorporation, the association or society
 9 shall become a corporation and the members of the association
 10 or society shall become members of the corporation in
 11 accordance with provisions in the articles to that effect.

12 (b) Upon incorporation, all the rights, privileges,
 13 immunities, powers, franchise, authority, and property of the
 14 unincorporated association or society shall pass to and vest
 15 in the corporation, and all obligations of the unincorporated
 16 association or society shall become obligations of the
 17 corporation.

18 (Source: P.A. 87-854.)

19 (805 ILCS 105/103.05) (from Ch. 32, par. 103.05)
 20 Sec. 103.05. Purposes and authority of corporations;
 21 particular purposes; exemptions.

22 (a) Not-for-profit corporations may be organized under
 23 this Act for any one or more of the following or similar
 24 purposes:

- 25 (1) Charitable.
- 26 (2) Benevolent.
- 27 (3) Eleemosynary.
- 28 (4) Educational.
- 29 (5) Civic.
- 30 (6) Patriotic.
- 31 (7) Political.
- 32 (8) Religious.
- 33 (9) Social.

- 1 (10) Literary.
- 2 (11) Athletic.
- 3 (12) Scientific.
- 4 (13) Research.
- 5 (14) Agricultural.
- 6 (15) Horticultural.
- 7 (16) Soil improvement.
- 8 (17) Crop improvement.
- 9 (18) Livestock or poultry improvement.
- 10 (19) Professional, commercial, industrial, or trade
11 association.
- 12 (20) Promoting the development, establishment, or
13 expansion of industries.
- 14 (21) Electrification on a cooperative basis.
- 15 (22) Telephone service on a mutual or cooperative
16 basis.
- 17 (23) Ownership and operation of water supply
18 facilities for drinking and general domestic use on a
19 mutual or cooperative basis.
- 20 (24) Ownership or administration of residential
21 property on a cooperative basis.
- 22 (25) Administration and operation of property owned
23 on a condominium basis or by a homeowner association.
- 24 (26) Administration and operation of an
25 organization on a cooperative basis producing or
26 furnishing goods, services, or facilities primarily for
27 the benefit of its members who are consumers of those
28 goods, services, or facilities.
- 29 (27) Operation of a community mental health board
30 or center organized pursuant to the Community Mental
31 Health Act for the purpose of providing direct patient
32 services.
- 33 (28) Provision of debt management services as
34 authorized by the Debt Management Service Act.

1 (29) Promotion, operation, and administration of a
2 ridesharing arrangement as defined in Section 1-176.1 of
3 the Illinois Vehicle Code.

4 (30) The administration and operation of an
5 organization for the purpose of assisting low-income
6 consumers in the acquisition of utility and telephone
7 services.

8 (31) Any purpose permitted to be exempt from
9 taxation under Sections 501(c) or 501(d) of the United
10 States Internal Revenue Code, as now in or hereafter
11 amended.

12 (32) Any purpose that would qualify for
13 tax-deductible gifts under the Section 170(c) of the
14 United States Internal Revenue Code, as now or hereafter
15 amended. Any such purpose is deemed to be charitable
16 under subsection (a)(1) of this Section.

17 (b) A corporation may be organized hereunder to serve in
18 an area that adjoins or borders (except for any intervening
19 natural watercourse) an area located in an adjoining state
20 intended to be similarly served, and the corporation may join
21 any corporation created by the adjoining state having an
22 identical purpose and organized as a not-for-profit
23 corporation. Whenever any corporation organized under this
24 Act so joins with a foreign corporation having an identical
25 purpose, the corporation shall be permitted to do business in
26 Illinois as one corporation; provided (1) that the name,
27 bylaw provisions, officers, and directors of each corporation
28 are identical, (2) that the foreign corporation complies with
29 the provisions of this Act relating to the admission of
30 foreign corporation, and (3) that the Illinois corporation
31 files a statement with the Secretary of State indicating that
32 it has joined with a foreign corporation setting forth the
33 name thereof and the state of its incorporation.

34 (Source: P.A. 90-545, eff. 1-1-98.)

1 (805 ILCS 105/104.05) (from Ch. 32, par. 104.05)
 2 Sec. 104.05. Corporate name of domestic or foreign
 3 corporation.

4 (a) The corporate name of a domestic corporation or of a
 5 foreign corporation organized, existing or subject to the
 6 provisions of this Act:

7 (1) May contain, separate and apart from any other
 8 word or abbreviation in such name, the word
 9 "corporation," "company," "incorporated," or "limited,"
 10 or an abbreviation of one of such words;

11 (2) ~~(Blank); Shall not contain any word or phrase~~
 12 ~~which indicates or implies that the corporation is~~
 13 ~~organized for any purpose other than a purpose for which~~
 14 ~~corporations may be organized under this Act, or a~~
 15 ~~purpose other than a purpose set forth in its articles of~~
 16 ~~incorporation;~~

17 (3) Shall be distinguishable upon the records in
 18 the the office of the Secretary of State from the
 19 corporate name or assumed corporate name of any domestic
 20 corporation or limited liability company organized under
 21 the Limited Liability Company Act, whether for profit or
 22 not for profit, existing under any Act of this State or
 23 the name or assumed name of any foreign corporation or
 24 foreign limited liability company registered under the
 25 Limited Liability Company Act, whether for profit or not
 26 for profit, authorized to transact business or conduct
 27 affairs in this State, or a name the exclusive right to
 28 which is, at the time, reserved or registered in the
 29 manner provided in this Act or Section 1-15 of the
 30 Limited Liability Company Act, except that, subject to
 31 the discretion of the Secretary of State, a foreign
 32 corporation that has a name prohibited by this paragraph
 33 may be issued a certificate of authority to conduct its
 34 affairs in this State, if the foreign corporation:

1 (i) Elects to adopt an assumed corporation
2 name or names in accordance with Section 104.15 of
3 this Act; and

4 (ii) Agrees in its application for a
5 certificate of authority to conduct affairs in this
6 State only under such assumed corporate name or
7 names;

8 (4) Shall not contain a word or phrase, or an
9 abbreviation or derivation thereof, the use of which is
10 prohibited or restricted by any other statute of this
11 State unless such restriction has been complied with;

12 (5) Shall consist of letters of the English
13 alphabet, Arabic or Roman numerals, or symbols capable of
14 being readily reproduced by the office of the Secretary
15 of State;

16 (6) Shall not contain the words "regular democrat,"
17 "regular democratic," "regular republican," "democrat,"
18 "democratic," or "republican," nor the name of any other
19 established political party, unless consent to usage of
20 such words or name is given to the corporation by the
21 State central committee of such established political
22 party; notwithstanding any other provisions of this Act,
23 any corporation, whose name at the time this amendatory
24 Act takes effect contains any of the words listed in this
25 paragraph shall certify to the Secretary of State no
26 later than January 1, 1989, that consent has been given
27 by the State central committee; consent given to a
28 corporation by the State central committee to use the
29 above listed words may be revoked upon notification to
30 the corporation and the Secretary of State; and

31 (7) Shall be the name under which the corporation
32 shall conduct affairs in this State unless the
33 corporation shall also elect to adopt an assumed
34 corporate name or names as provided in this Act;

1 provided, however, that the corporation may use any
2 divisional designation or trade name without complying
3 with the requirements of this Act, provided the
4 corporation also clearly discloses its corporate name.

5 (b) The Secretary of State shall determine whether a
6 name is "distinguishable" from another name for purposes of
7 this Act. Without excluding other names which may not
8 constitute distinguishable names in this State, a name is not
9 considered distinguishable, for purposes of this Act, solely
10 because it contains one or more of the following:

11 (1) The word "corporation," "company,"
12 "incorporated," or "limited" or an abbreviation of one of
13 such words;

14 (2) Articles, conjunctions, contractions,
15 abbreviations, different tenses or number of the same
16 word.

17 (c) Nothing in this Section or Sections 104.15 or 104.20
18 of this Act shall:

19 (1) Require any domestic corporation existing or
20 any foreign corporation having a certificate of authority
21 on the effective date of this Act, to modify or otherwise
22 change its corporate name or assumed corporate name, if
23 any; or

24 (2) Abrogate or limit the common law or statutory
25 law of unfair competition or unfair trade practices, nor
26 derogate from the common law or principles of equity or
27 the statutes of this State or of the United States with
28 respect to the right to acquire and protect copyrights,
29 trade names, trade marks, service names, service marks,
30 or any other right to the exclusive use of name or
31 symbols.

32 (Source: P.A. 85-1396.)

33 (805 ILCS 105/105.05) (from Ch. 32, par. 105.05)

1 Sec. 105.05. Registered office and registered agent.

2 (a) Each domestic corporation and each foreign
3 corporation having a ~~certificate~~ of authority to conduct
4 affairs in this State shall have and continuously maintain in
5 this State:

6 (1) A registered office which may be, but need not
7 be, the same as its place of business in this State.

8 (2) A registered agent, which agent may be either
9 an individual, resident in this State, whose business
10 office is identical with such registered office, or a
11 domestic corporation for profit or a foreign corporation
12 for profit authorized to conduct affairs in this State
13 that is authorized by its articles of incorporation to
14 act as such agent, having a business office identical
15 with such registered office.

16 (b) The address, including street and number, if any, of
17 the initial registered office, and the name of the initial
18 registered agent of each corporation organized under this Act
19 shall be stated in its articles of incorporation; and of each
20 foreign corporation shall be stated in its application for a
21 ~~certificate~~ of authority to conduct affairs in this State.

22 (c) In the event of dissolution of a corporation, either
23 voluntary, administrative, or judicial, the registered agent
24 and the registered office of the corporation on record with
25 the Secretary of State on the date of the issuance of the
26 certificate or judgment of dissolution shall be an agent of
27 the corporation upon whom claims can be served or service of
28 process can be had during the two year post-dissolution
29 period provided in Section 112.80 of this Act, unless such
30 agent resigns or the corporation properly reports a change of
31 registered office or registered agent.

32 (d) In the event of revocation of a certificate of
33 authority of a foreign corporation, the registered agent and
34 the registered office of the corporation on record with the

1 Secretary of State on the date of the issuance of the
2 certificate of revocation shall be an agent of the
3 corporation upon whom claims can be served or service of
4 process can be had, unless such agent resigns.

5 (Source: P.A. 84-1423.)

6 (805 ILCS 105/105.10) (from Ch. 32, par. 105.10)

7 Sec. 105.10. Change of registered office or registered
8 agent.

9 (a) A domestic corporation or a foreign corporation may
10 from time to time change the address of its registered
11 office. A domestic corporation or a foreign corporation
12 shall change its registered agent if the office of registered
13 agent shall become vacant for any reason, or if its
14 registered agent becomes disqualified or incapacitated to
15 act, or if the corporation revokes the appointment of its
16 registered agent.

17 (b) A domestic corporation or a foreign corporation may
18 change the address of its registered office or change its
19 registered agent, or both, by so indicating on the statement
20 of change on the annual report of that corporation filed
21 pursuant to Section 114.10 of this Act or by executing and
22 filing in duplicate, in accordance with Section 101.10 of
23 this Act, a statement setting forth:

24 (1) the name of the corporation;

25 (2) the address, including street and number, or
26 rural route number, of its then registered office;

27 (3) if the address of its registered office be
28 changed, the address, including street and number, or
29 rural route number, to which the registered office is to
30 be changed;

31 (4) the name of its then registered agent;

32 (5) if its registered agent be changed, the name of
33 its successor registered agent;

1 (6) that the address of its registered office and
2 the address of the business office of its registered
3 agent, as changed, will be identical;

4 (7) that such change was authorized by resolution
5 duly adopted by the board of directors.

6 (c) A legible copy of the statement of change as on the
7 annual report returned by the Secretary of State shall be
8 filed for record within the time prescribed by this Act in
9 the office of the Recorder of the county in which the
10 registered office of the corporation in this State was
11 situated before the filing of the statement in the Office of
12 the Secretary of State {Blank}.

13 (d) If the registered office is changed from one county
14 to another county, then the corporation shall also file for
15 record within the time prescribed by this Act in the office
16 of the Recorder of the county to which such registered office
17 is changed:

18 (1) In the case of a domestic corporation:

19 (i) A copy of its articles of incorporation
20 certified by the Secretary of State.

21 (ii) A copy of the statement of change of
22 address of its registered office, certified by the
23 Secretary of State.

24 (2) In the case of a foreign corporation:

25 (i) A copy of its application for certificate
26 of authority to transact business in this State,
27 with--a--copy--of--its--application--therefor--affixed
28 thereto, certified by the Secretary of State.

29 (ii) A copy of all amendments to such
30 certificate of authority, if any, likewise certified
31 by the Secretary of State.

32 (iii) A copy of the statement of change of
33 address of its registered office certified by the
34 Secretary of State.

1 (e) The change of address of the registered office, or
 2 the change of registered agent, or both, as the case may be,
 3 shall become effective upon the filing of such statement by
 4 the Secretary of State.

5 (Source: P.A. 91-357, eff. 7-29-99.)

6 (805 ILCS 105/105.20) (from Ch. 32, par. 105.20)

7 Sec. 105.20. Change of Address of Registered Agent.

8 (a) A registered agent may change the address of the
 9 registered office of the domestic corporation or of the
 10 foreign corporation, for which he or she or it is registered
 11 agent, to another address in this State, by so indicating in
 12 the statement of change on the annual report of the
 13 corporation filed under Section 114.10 of this Act or by
 14 filing, in duplicate, in accordance with Section 101.10 of
 15 this Act a statement setting forth:

- 16 (1) the name of the corporation;
- 17 (2) the address, including street and number, or
 18 rural route number, of its then registered office;
- 19 (3) the address, including street and number, or
 20 rural route number, to which the registered office is to
 21 be changed;
- 22 (4) the name of its registered agent;
- 23 (5) that the address of its registered office and
 24 the address of the business office of its registered
 25 agent, as changed, will be identical.

26 (b) Such statement shall be executed by the registered
 27 agent.

28 (c) The change of address of the registered office shall
 29 become effective upon the filing of such statement by the
 30 Secretary of State.

31 (Source: P.A. 85-1269.)

32 (805 ILCS 105/105.25) (from Ch. 32, par. 105.25)

1 Sec. 105.25. Service of process on domestic or foreign
2 corporation.

3 (a) Any process, notice, or demand required or permitted
4 by law to be served upon a domestic corporation or a foreign
5 corporation having a--~~certificate--~~of authority to conduct
6 affairs in this State may be served either upon the
7 registered agent appointed by the corporation or upon the
8 Secretary of State as provided in this Section.

9 (b) The Secretary of State shall be irrevocably
10 appointed as an agent of a domestic corporation or of a
11 foreign corporation having a--~~certificate--~~of authority upon
12 whom any process, notice or demand may be served:

13 (1) Whenever the corporation shall fail to appoint
14 or maintain a registered agent in this State; or

15 (2) Whenever the corporation's registered agent
16 cannot with reasonable diligence be found at the
17 registered office in this State; or

18 (3) When a domestic corporation has been dissolved,
19 the conditions of paragraph (1) or paragraph (2) exist,
20 and an action, suit or proceeding is instituted against
21 or affecting the corporation within the two years after
22 the ~~issuance--of--a--~~~~certificate--~~of dissolution or the
23 filing of a judgment of dissolution; or

24 (4) When the ~~certificate--of~~ authority of a foreign
25 corporation has been revoked.

26 (c) Service under subsection (b) shall be made by:

27 (1) Service on the Secretary of State, or on any
28 clerk having charge of the corporation division
29 ~~department~~ at his or her office, of a copy of the
30 process, notice or demand, together with any papers
31 required by law to be delivered in connection with
32 service, and a fee as prescribed by subsection (b) of
33 Section 115.15 of this Act;

34 (2) Transmittal by the person instituting the

1 action, suit or proceeding of notice of the service on
2 the Secretary of State and a copy of the process, notice
3 or demand and accompanying papers to the corporation
4 being served, by registered or certified mail:

5 (i) At the last registered office of the
6 corporation as shown by the records on file in the
7 office of the Secretary of State; or

8 (ii) At such address the use of which the
9 person instituting the action, suit or proceeding
10 knows or, on the basis of reasonable inquiry, has
11 reason to believe is most likely to result in actual
12 notice; and

13 (3) Appendage by the person instituting the action,
14 suit or proceeding of an affidavit of compliance with
15 this Section in substantially such form as the Secretary
16 of State may by rule or regulation prescribe, to the
17 process, notice or demand.

18 (d) Nothing herein contained shall limit or affect the
19 right to serve any process, notice, or demand required or
20 permitted by law to be served upon a corporation in any other
21 manner now or hereafter permitted by law.

22 (e) The Secretary of State shall keep a record of all
23 processes, notices, and demands served upon him or her under
24 this Section, and shall record therein the time of such
25 service and his or her action with reference thereto but
26 shall not be required to retain such information for a period
27 longer than five years from his or her receipt of the
28 service.

29 (Source: P.A. 84-1423.)

30 (805 ILCS 105/105.30) (from Ch. 32, par. 105.30)

31 Sec. 105.30. Service of process on foreign corporation
32 not authorized to conduct affairs in Illinois. If any
33 foreign corporation conducts affairs in this State without

1 having obtained--a--certificate--of authority to conduct
2 affairs, it shall be deemed that such corporation has
3 designated and appointed the Secretary of State as an agent
4 for process upon whom any notice, process or demand may be
5 served. Service on the Secretary of State shall be made in
6 the manner set forth in subsection (c) of Section 105.25 of
7 this Act.

8 (Source: P.A. 84-1423.)

9 (805 ILCS 105/108.75) (from Ch. 32, par. 108.75)

10 Sec. 108.75. Indemnification of officers, directors,
11 employees and agents; insurance.

12 (a) A corporation may indemnify any person who was or is
13 a party, or is threatened to be made a party to any
14 threatened, pending or completed action, suit or proceeding,
15 whether civil, criminal, administrative or investigative
16 (other than an action by or in the right of the corporation)
17 by reason of the fact that he or she is or was a director,
18 officer, employee or agent of the corporation, or who is or
19 was serving at the request of the corporation as a director,
20 officer, employee or agent of another corporation,
21 partnership, joint venture, trust or other enterprise,
22 against expenses (including attorneys' fees), judgments,
23 fines and amounts paid in settlement actually and reasonably
24 incurred by such person in connection with such action, suit
25 or proceeding, if such person acted in good faith and in a
26 manner he or she reasonably believed to be in, or not opposed
27 to, the best interests of the corporation, and, with respect
28 to any criminal action or proceeding, had no reasonable cause
29 to believe his or her conduct was unlawful. The termination
30 of any action, suit or proceeding by judgment, order,
31 settlement, conviction, or upon a plea of nolo contendere or
32 its equivalent, shall not, of itself, create a presumption
33 that the person did not act in good faith and in a manner

1 which he or she reasonably believed to be in or not opposed
2 to the best interests of the corporation or, with respect to
3 any criminal action or proceeding, that the person had
4 reasonable cause to believe that his or her conduct was
5 unlawful.

6 (b) A corporation may indemnify any person who was or is
7 a party, or is threatened to be made a party to any
8 threatened, pending or completed action or suit by or in the
9 right of the corporation to procure a judgment in its favor
10 by reason of the fact that such person is or was a director,
11 officer, employee or agent of the corporation, or is or was
12 serving at the request of the corporation as a director,
13 officer, employee or agent of another corporation,
14 partnership, joint venture, trust or other enterprise,
15 against expenses (including attorneys' fees) actually and
16 reasonably incurred by such person in connection with the
17 defense or settlement of such action or suit, if such person
18 acted in good faith and in a manner he or she reasonably
19 believed to be in, or not opposed to, the best interests of
20 the corporation, provided that no indemnification shall be
21 made in respect of any claim, issue or matter as to which
22 such person shall have been adjudged to be liable for
23 negligence or misconduct in the performance of his or her
24 duty to the corporation, unless, and only to the extent that
25 the court in which such action or suit was brought shall
26 determine upon application that, despite the adjudication of
27 liability, but in view of all the circumstances of the case,
28 such person is fairly and reasonably entitled to indemnity
29 for such expenses as the court shall deem proper.

30 (c) To the extent that a present or former director,
31 officer or employee ~~or~~ agent of a corporation has been
32 successful, on the merits or otherwise, in the defense of any
33 action, suit or proceeding referred to in subsections (a) and
34 (b), or in defense of any claim, issue or matter therein,

1 such person shall be indemnified against expenses (including
2 attorneys' fees) actually and reasonably incurred by such
3 person in connection therewith, if that person acted in good
4 faith and in a manner he or she reasonably believed to be in,
5 or not opposed to, the best interests of the corporation.

6 (d) Any indemnification under subsections (a) and (b)
7 (unless ordered by a court) shall be made by the corporation
8 only as authorized in the specific case, upon a determination
9 that indemnification of the present or former director,
10 officer, employee or agent is proper in the circumstances
11 because he or she has met the applicable standard of conduct
12 set forth in subsections (a) or (b). Such determination
13 shall be made with respect to a person who is a director or
14 officer at the time of the determination: (1) by the majority
15 vote of the directors who are ~~(1) by the board of directors~~
16 ~~by a majority vote of a quorum consisting of directors who~~
17 were not parties to such action, suit or proceeding, even
18 though less than a quorum, (2) by a committee of the
19 directors designated by a majority vote of the directors,
20 even though less than a quorum, (3) if there are no such
21 directors, or if the directors so direct, or ~~(2) if such a~~
22 ~~quorum is not obtainable, or even if obtainable, if a quorum~~
23 ~~of disinterested directors so directs,~~ by independent legal
24 counsel in a written opinion, or (4) ~~(3)~~ by the members
25 entitled to vote, if any.

26 (e) Expenses (including attorney's fees) incurred by an
27 officer or director in defending a civil or criminal action,
28 suit or proceeding may be paid by the corporation in advance
29 of the final disposition of such action, suit or proceeding,
30 as authorized by the board of directors in the specific case,
31 upon receipt of an undertaking by or on behalf of the
32 director or, officer, ~~employee or agent~~ to repay such amount,
33 unless it shall ultimately be determined that such person he
34 ~~or she~~ is entitled to be indemnified by the corporation as

1 authorized in this Section. Such expenses (including
2 attorney's fees) incurred by former directors and officers or
3 other employees and agents may be so paid on such terms and
4 conditions, if any, as the corporation deems appropriate.

5 (f) The indemnification provided by the Section shall
6 not be deemed exclusive of any other rights to which those
7 seeking indemnification may be entitled under any bylaw,
8 agreement, vote of members or disinterested directors, or
9 otherwise, both as to action in his or her official capacity
10 and as to action in another capacity while holding such
11 office, and shall continue as to a person who has ceased to
12 be a director, officer, employee or agent, and shall inure to
13 the benefit of the heirs, executors and administrators of
14 such a person.

15 (g) A corporation may purchase and maintain insurance on
16 behalf of any person who is or was a director, officer,
17 employee or agent of the corporation, or who is or was
18 serving at the request of the corporation as a director,
19 officer, employee or agent of another corporation,
20 partnership, joint venture, trust or other enterprise,
21 against any liability asserted against such person and
22 incurred by such person in any such capacity, or arising out
23 of his or her status as such, whether or not the corporation
24 would have the power to indemnify such person against such
25 liability under the provisions of this Section.

26 (h) In the case of a corporation with members entitled
27 to vote, if a corporation indemnifies ~~has-paid-indemnity~~ or
28 advances ~~has-advanced~~ expenses under subsection (b) of this
29 Section to a director or, ~~employee-or-agent~~, the
30 corporation shall report the indemnification or advance in
31 writing to the members entitled to vote with or before the
32 notice of the next meeting of the members entitled to vote.

33 (i) For purposes of this Section, references to "the
34 corporation" shall include, in addition to the surviving

1 corporation, any merging corporation (including any
2 corporation having merged with a merging corporation)
3 absorbed in a merger which, if its separate existence had
4 continued, would have had the power and authority to
5 indemnify its directors, officers, employees or agents, so
6 that any person who was a director, officer, employee or
7 agent of such merging corporation, or was serving at the
8 request of such merging corporation as a director, officer,
9 employee or agent of another corporation, partnership, joint
10 venture, trust or other enterprise, shall stand in the same
11 position under the provisions of this Section with respect to
12 the surviving corporation as such person would have with
13 respect to such merging corporation if its separate existence
14 had continued.

15 (j) For purposes of this Section, references to "other
16 enterprises" shall include employee benefit plans; references
17 to "fines" shall include any excise taxes assessed on a
18 person with respect to an employee benefit plan; and
19 references to "serving at the request of the corporation"
20 shall include any service as a director, officer, employee or
21 agent of the corporation which imposes duties on, or involves
22 services by such director, officer, employee, or agent with
23 respect to an employee benefit plan, its participants, or
24 beneficiaries. A person who acted in good faith and in a
25 manner he or she reasonably believed to be in the best
26 interests of the participants and beneficiaries of an
27 employee benefit plan shall be deemed to have acted in a
28 manner "not opposed to the best interests of the corporation"
29 as referred to in this Section.

30 (k) The changes to this Section made by this amendatory
31 Act of the 92nd General Assembly apply only to actions
32 commenced on or after the effective date of this amendatory
33 Act of the 92nd General Assembly.

34 (Source: P.A. 84-1423.)

1 (805 ILCS 105/110.30) (from Ch. 32, par. 110.30)

2 Sec. 110.30. Articles of amendment.

3 (a) Except as provided in Section 110.40 of this Act,
4 the articles of amendment shall be executed and filed in
5 duplicate in accordance with Section 101.10 of this Act and
6 shall set forth:

7 (1) The name of the corporation;

8 (2) The text of each amendment adopted;

9 (3) If the amendment was adopted pursuant to
10 Section 110.15 of this Act:

11 (i) A statement that the amendment received
12 the affirmative vote of a majority of the directors
13 in office, at a meeting of the board of directors,
14 and the date of the meeting; or

15 (ii) A statement that the amendment was
16 adopted by written consent, signed by all the
17 directors in office, in compliance with Section
18 108.45 of this Act;

19 (4) If the amendment was adopted pursuant to
20 Section 110.20 of this Act:

21 (i) A statement that the amendment was adopted
22 at a meeting of members entitled to vote by the
23 affirmative vote of the members having not less than
24 the minimum number of votes necessary to adopt such
25 amendment, as provided by this Act, the articles of
26 incorporation or the bylaws, and the date of the
27 meeting; or

28 (ii) A statement that the amendment was
29 adopted by written consent signed by members
30 entitled to vote having not less than the minimum
31 number of votes necessary to adopt such amendment,
32 as provided by this Act, the articles of
33 incorporation, or the bylaws, in compliance with
34 Section 107.10 of this Act.

1 (5) If the amendment restates the articles of
2 incorporation, the amendment shall so state and shall set
3 forth:

4 (i) The text of the articles as restated;

5 (ii) The date of incorporation, the name under
6 which the corporation was incorporated, subsequent
7 names, if any, that the corporation adopted pursuant
8 to amendment of its articles of incorporation, and
9 the effective date of any such amendments;

10 (iii) The address of the registered office and
11 the name of the registered agent on the date of
12 filing the restated articles.

13 The articles as restated must include all the
14 information required by subsection (a) of Section
15 102.10 of this Act, except that the articles need
16 not set forth the information required by paragraphs
17 3, 4 or 5 thereof. If any provision of the articles
18 of incorporation is amended in connection with the
19 restatement, the articles of amendment shall clearly
20 identify such amendment.

21 (6) If, pursuant to Section 110.35 of this Act, the
22 amendment is to become effective subsequent to the date
23 on which the articles certificate of amendment are filed
24 ~~is-issued~~, the date on which the amendment is to become
25 effective.

26 (7) If the amendment revives the articles of
27 incorporation and extends the period of corporate
28 duration, the amendment shall so state and shall set
29 forth:

30 (i) The date the period of duration expired
31 under the articles of incorporation;

32 (ii) A statement that the period of duration
33 will be perpetual, or, if a limited duration is to
34 be provided, the date to which the period of

1 duration is to be extended; and

2 (iii) A statement that the corporation has
3 been in continuous operation since before the date
4 of expiration of its original period of duration.

5 (b) When the provisions of this Section have been
6 complied with, the Secretary of State shall file the articles
7 issue-a-certificate of amendment.

8 (Source: P.A. 84-1423.)

9 (805 ILCS 105/110.35) (from Ch. 32, par. 110.35)

10 Sec. 110.35. Effect of ~~certificate-of~~ amendment.

11 (a) The amendment shall become effective and the
12 articles of incorporation shall be deemed to be amended
13 accordingly, as of the later of:

14 (1) The filing of the articles ~~issuance-of-the~~
15 ~~certificate~~ of amendment by the Secretary of State; or

16 (2) The time established under the articles of
17 amendment, not to exceed 30 days after the filing of the
18 articles ~~issuance-of-the-certificate~~ of amendment by the
19 Secretary of State.

20 (b) If the amendment is made in accordance with the
21 provisions of Section 110.40 of this Act, upon the filing of
22 the articles ~~issuance-of-the-certificate~~ of amendment by the
23 Secretary of State, the amendment shall become effective and
24 the articles of incorporation shall be deemed to be amended
25 accordingly, without any action thereon by the directors or
26 members of the corporation and with the same effect as if the
27 amendments had been adopted by unanimous action of the
28 directors and members of the corporation.

29 (c) If the amendment restates the articles of
30 incorporation, such restated articles of incorporation shall,
31 upon such amendment becoming effective, supersede and stand
32 in lieu of the corporation's preexisting articles of
33 incorporation.

1 (d) If the amendment revives the articles of
2 incorporation and extends the period of corporate duration,
3 upon the filing of the articles ~~issuance of the certificate~~
4 of amendment by the Secretary of State, the amendment shall
5 become effective and the corporate existence shall be deemed
6 to have continued without interruption from the date of
7 expiration of the original period of duration, and the
8 corporation shall stand revived with such powers, duties and
9 obligations as if its period of duration had not expired; and
10 all acts and proceedings of its officers, directors and
11 members, acting or purporting to act as such, which would
12 have been legal and valid but for such expiration, shall
13 stand ratified and confirmed.

14 (e) No amendment of the articles of incorporation of a
15 corporation shall affect any existing cause of action in
16 favor of or against such corporation, or any pending suit in
17 which such corporation shall be a party, or the existing
18 rights of persons other than members; and, in the event the
19 corporate name shall be changed by amendment, no suit brought
20 by or against such corporation under its former name shall be
21 abated for that reason.

22 (Source: P.A. 84-1423.)

23 (805 ILCS 105/111.25) (from Ch. 32, par. 111.25)

24 Sec. 111.25. Articles of merger or consolidation.

25 (a) Articles of merger or consolidation shall be
26 executed by each corporation and filed in duplicate in
27 accordance with Section 101.10 of this Act and shall set
28 forth:

29 (1) the name of each corporation;

30 (2) the plan of merger or consolidation;

31 (3) as to each corporation where the plan of merger
32 or consolidation was adopted pursuant Section 111.15 of
33 this Act:

1 (i) a statement that the plan received the
 2 affirmative vote of a majority of the directors in
 3 office, at a meeting of the board of directors, and
 4 the date of the meeting; or

5 (ii) a statement that the plan was adopted by
 6 written consent, signed by all the directors in
 7 office, in compliance with Section 108.45 of this
 8 Act; and

9 (4) as to each corporation where the plan of merger
 10 or consolidation was adopted pursuant Section 111.20 of
 11 this Act:

12 (i) a statement that the plan was adopted at a
 13 meeting of members by the affirmative vote of
 14 members having not less than the minimum number of
 15 votes necessary to adopt the plan, as provided by
 16 this Act, the articles of incorporation, or the
 17 bylaws, and the date of the meeting; or

18 (ii) a statement that the plan was adopted by
 19 written consent, signed by members having not less
 20 than the minimum number of votes necessary to adopt
 21 the plan, as provided by this Act, the articles of
 22 incorporation or the bylaws, in compliance with
 23 Section 107.10 of this Act.

24 (b) When the provisions of this Section have been
 25 complied with, the Secretary of State shall file the articles
 26 issue-a-certificate of merger or consolidation.

27 (Source: P.A. 91-357, eff. 7-29-99.)

28 (805 ILCS 105/111.40) (from Ch. 32, par. 111.40)
 29 Sec. 111.40. Effective date of merger or consolidation.
 30 The merger or consolidation shall become effective upon the
 31 filing of the articles issuance-of-the-certificate of merger
 32 or consolidation by the Secretary of State or on a later
 33 specified date, not more than 30 days subsequent to the

1 filing of the articles of merger or consolidation issuance of
 2 the certificate by the Secretary of State, as may be provided
 3 for in the plan.

4 (Source: P.A. 88-151.)

5 (805 ILCS 105/111.45) (from Ch. 32, par. 111.45)

6 Sec. 111.45. Recording of certificate and articles of
 7 merger or consolidation. The articles of merger or
 8 consolidation certificate of merger with the copy of the
 9 articles of merger affixed thereto by the Secretary of State
 10 or the certificate of consolidation with the copy of the
 11 articles of consolidation affixed thereto by the Secretary of
 12 State, shall be returned to the surviving or new corporation,
 13 as the case may be, or to its representative, and such
 14 certificate and articles, or a copy thereof certified by the
 15 Secretary of State, shall be filed for record within the time
 16 prescribed by Section 101.10 of this Act in the office of the
 17 Recorder of each county in which the registered office of
 18 each merging or consolidating corporation may be situated,
 19 and in the case of a consolidation, in the office of the
 20 Recorder of the county in which the registered office of the
 21 new corporation shall be situated.

22 (Source: P.A. 84-1423.)

23 (805 ILCS 105/112.20) (from Ch. 32, par. 112.20)

24 Sec. 112.20. Articles of dissolution.

25 (a) When a voluntary dissolution has been authorized as
 26 provided by this Act, articles of dissolution shall be
 27 executed and filed in duplicate in accordance with Section
 28 101.10 of this Act and shall set forth:

- 29 (1) The name of the corporation.
- 30 (2) The date dissolution was authorized.
- 31 (3) A post-office address to which may be mailed a
- 32 copy of any process against the corporation that may be

1 served on the Secretary of State.

2 (4) Where dissolution is authorized pursuant to
3 Section 112.05 of this Act:

4 (i) A statement that the dissolution received
5 the affirmative vote of a majority of the directors
6 in office, at a meeting of the board of directors,
7 and the date of the meeting; or

8 (ii) A statement that the dissolution was
9 adopted by written consent, signed by all the
10 directors in office, in compliance with Section
11 108.45 of this Act.

12 (5) If the dissolution was adopted pursuant to
13 Section 112.10 or 112.15 of this Act:

14 (i) A statement that the dissolution was
15 adopted at a meeting of members by the affirmative
16 vote of the members having not less than the minimum
17 number of votes necessary to adopt the dissolution,
18 as provided by this Act, the articles of
19 incorporation, or the bylaws, and the date of the
20 meeting; or

21 (ii) A statement that the dissolution was
22 adopted by written consent, signed by members having
23 not less than the minimum number of votes necessary
24 to adopt the dissolution, as provided by this Act,
25 the articles of incorporation, or the bylaws, in
26 compliance with Section 107.10 of this Act.

27 (b) When the provisions of this Section have been
28 complied with, the Secretary of State shall file the articles
29 issue-a-certificate of dissolution.

30 (c) The dissolution is effective on the date of the
31 filing of the articles issuance-of-the-certificate thereof by
32 the Secretary of State.

33 (Source: P.A. 84-1423.)

1 (805 ILCS 105/112.25) (from Ch. 32, par. 112.25)
2 Sec. 112.25. Revocation of Dissolution.

3 (a) A corporation may revoke its dissolution within 60
4 days of its effective date if the corporation has not begun
5 to distribute its assets or has not commenced a proceeding
6 for court supervision of its winding up under Section 112.50
7 of this Act.

8 (b) The corporation's board of directors may revoke the
9 dissolution without action by members entitled to vote on
10 dissolution.

11 (c) Within 60 days after the dissolution has been
12 revoked by the corporation, articles of revocation of
13 dissolution shall be executed and filed in duplicate in
14 accordance with Section 101.10 of this Act and shall set
15 forth:

16 (1) The name of the corporation;

17 (2) The effective date of the dissolution that was
18 revoked;

19 (3) A statement that the corporation has not begun
20 to distribute its assets nor has it commenced a
21 proceeding for court supervision of its winding up;

22 (4) The date the revocation of dissolution was
23 authorized;

24 (5) A statement that the corporation's board of
25 directors revoked the dissolution.

26 (d) When the provisions of this Section have been
27 complied with, the Secretary of State shall file the articles
28 ~~issue-a-certificate~~ of revocation of dissolution. Failure to
29 file the revocation of dissolution as required in subsection
30 (c) hereof shall not be grounds for the Secretary of State to
31 reject the filing, but the corporation filing beyond the time
32 period shall pay a penalty as prescribed by this Act.

33 (e) The revocation of dissolution is effective on the
34 date of the filing of the articles ~~issuance--of--the~~

1 eertificate thereof by the Secretary of State and shall
 2 relate back and take effect as of the date of issuance-of-the
 3 eertificate--of dissolution and the corporation may resume
 4 conducting affairs as if dissolution had never occurred.

5 (Source: P.A. 85-1269.)

6 (805 ILCS 105/112.35) (from Ch. 32, par. 112.35)

7 Sec. 112.35. Grounds for administrative dissolution. The
 8 Secretary of State may dissolve any corporation
 9 administratively if:

10 (a) It has failed to file its annual report as required
 11 by this Act before the first day of the anniversary month of
 12 the corporation of the year in which such annual report
 13 becomes due;

14 (b) It has failed to file in the office of the Secretary
 15 of State any report after the expiration of the period
 16 prescribed in this Act for filing such report;

17 (c) It has failed to pay any fees or charges prescribed
 18 by this Act;

19 (d) (e) It has failed to appoint and maintain a
 20 registered agent in this State; or

21 (e) It has misrepresented any material matter in any
 22 application, report, affidavit, or other document filed by
 23 the corporation pursuant to this Act; or

24 (f) (d) The Secretary of State receives notification
 25 from a local liquor commissioner, pursuant to Section 4-4(3)
 26 of "The Liquor Control Act of 1934," as now or hereafter
 27 amended, that an organization incorporated under this Act and
 28 functioning as a club has violated that Act by selling or
 29 offering for sale at retail alcoholic liquors without a
 30 retailer's license.

31 (Source: P.A. 84-1423.)

32 (805 ILCS 105/112.45) (from Ch. 32, par. 112.45)

1 Sec. 112.45. Reinstatement following administrative
2 dissolution.

3 (a) A domestic corporation administratively dissolved
4 under Section 112.40 of this Act may be reinstated by the
5 Secretary of State within five years following the date of
6 issuance of the certificate of dissolution upon:

7 (1) The filing of an application for reinstatement;

8 (2) The filing with the Secretary of State by the
9 corporation of all reports then due and theretofore
10 becoming due;

11 (3) The payment to the Secretary of State by the
12 corporation of all fees and penalties then due and
13 theretofore becoming due.

14 (b) The application for reinstatement shall be executed
15 and filed in duplicate in accordance with Section 101.10 of
16 this Act and shall set forth:

17 (1) The name of the corporation at the time of the
18 issuance of the certificate of dissolution;

19 (2) If such name is not available for use as
20 determined by the Secretary of State at the time of
21 filing the application for reinstatement, the name of the
22 corporation as changed; provided, however, that any
23 change of name is properly effected pursuant to Section
24 110.05 and Section 110.30 of this Act;

25 (3) The date of the issuance of the certificate of
26 dissolution;

27 (4) The address, including street and number, or
28 rural route number, of the registered office of the
29 corporation upon reinstatement thereof, and the name of
30 its registered agent at such address upon the
31 reinstatement of the corporation, provided however, that
32 any change from either the registered office or the
33 registered agent at the time of dissolution is properly
34 reported pursuant to Section 105.10 of this Act.

1 (c) When a dissolved corporation has complied with the
2 provisions of this Section, the Secretary of State shall file
3 the application for issue-a-certificate-of reinstatement.

4 (d) Upon the filing of the application for issuance-of
5 the-certificate-of reinstatement, the corporate existence
6 shall be deemed to have continued without interruption from
7 the date of the issuance of the certificate of dissolution,
8 and the corporation shall stand revived with such powers,
9 duties and obligations as if it had not been dissolved; and
10 all acts and proceedings of its officers, directors and
11 members, acting or purporting to act as such, which would
12 have been legal and valid but for such dissolution, shall
13 stand ratified and confirmed.

14 (Source: P.A. 86-381.)

15 (805 ILCS 105/112.80) (from Ch. 32, par. 112.80)

16 Sec. 112.80. Survival of remedy after dissolution. The
17 dissolution of a corporation either (1) by filing articles of
18 dissolution in accordance with Section 112.20 of this Act,
19 (2) (1) by the issuance of a certificate of dissolution in
20 accordance with Section 112.40 of this Act by-the-Secretary
21 of-State, (3) or-(2) by a judgment of dissolution by a
22 Circuit Court of this State, or (4) (3) by expiration of its
23 period of duration, shall not take away nor impair any remedy
24 available to or against such corporation, its directors,
25 members or persons receiving distributions, for any right or
26 claim existing, or any liability incurred, prior to such
27 dissolution if action or other proceeding thereon is
28 commenced within two years after the date of such
29 dissolution. Any such action or proceeding by or against the
30 corporation may be prosecuted or defended by the corporation
31 in its corporate name.

32 (Source: P.A. 84-1423.)

1 (805 ILCS 105/113.05) (from Ch. 32, par. 113.05)

2 Sec. 113.05. Admission of foreign corporation. A
3 foreign corporation organized not for profit, before it
4 conducts any affairs in this State, shall procure a
5 ~~certificate~~ authority so to do from the Secretary of
6 State. A foreign corporation organized not for profit, upon
7 complying with the provisions of this Act, may secure from
8 the Secretary of State the a ~~certificate~~ authority to
9 conduct affairs in this State. A foreign corporation shall
10 not be denied a ~~certificate~~ authority by reason of the
11 fact that the laws of the state under which such corporation
12 is organized governing its organization and internal affairs
13 differ from the laws of this State, and nothing in this Act
14 contained shall be construed to authorize this State to
15 regulate the organization or the internal affairs of such
16 corporation.

17 (Source: P.A. 84-1423.)

18 (805 ILCS 105/113.10) (from Ch. 32, par. 113.10)

19 Sec. 113.10. Powers of foreign corporation. No foreign
20 corporation shall conduct in this State any affairs which a
21 corporation organized under the laws of this State is not
22 permitted to conduct. A foreign corporation which shall have
23 received a ~~certificate~~ authority to conduct affairs under
24 this Act shall, until a certificate of revocation has been
25 issued or an application for withdrawal shall have been
26 filed issued as provided in this Act, enjoy the same, but no
27 greater, rights and privileges as a domestic corporation
28 organized for the purposes set forth in the application
29 pursuant to which such ~~certificate~~ authority is granted
30 issued; and, except as in Section 113.05 of this Act
31 otherwise provided with respect to the organization and
32 internal affairs of a foreign corporation and except as
33 elsewhere in this Act otherwise provided, shall be subject to

1 the same duties, restrictions, penalties, and liabilities now
2 or hereafter imposed upon a domestic corporation of like
3 character.

4 (Source: P.A. 84-1423.)

5 (805 ILCS 105/113.15) (from Ch. 32, par. 113.15)

6 Sec. 113.15. Application for ~~certificate~~ authority.

7 (a) A foreign corporation, in order to procure a
8 ~~certificate~~ authority to conduct affairs in this State,
9 shall execute and file in duplicate an application therefor,
10 in accordance with Section 101.10 of this Act, and shall also
11 file a copy of its articles of incorporation and all
12 amendments thereto, duly authenticated by the proper officer
13 of the state or country wherein it is incorporated. Such
14 application shall set forth:

15 (1) The name of the corporation, with any additions
16 thereto required in order to comply with Section 104.05
17 of this Act together with the State or country under the
18 laws of which it is organized;

19 (2) The date of its incorporation and the period of
20 its duration;

21 (3) The address, including street and number, if
22 any, of its principal office;

23 (4) The address, including street and number, or
24 rural route number, of its proposed registered office in
25 this State, and the name of its proposed registered agent
26 in this State at such address;

27 (5) (Blank); ~~The names of the states and countries,~~
28 ~~if any, in which it is admitted or qualified to conduct~~
29 ~~affairs;~~

30 (6) The purpose or purposes for which it was
31 organized which it proposes to pursue in the conduct of
32 affairs in this State;

33 (7) The names and respective ~~residential~~ addresses,

1 including street and number, or rural route number, of
2 its directors and officers;

3 (8) With respect to any foreign corporation a
4 purpose of which is to function as a club, as defined in
5 Section 1- 3.24 of "The Liquor Control Act of 1934," as
6 now or hereafter amended, a statement that it will comply
7 with the State and local laws and ordinances relating to
8 alcoholic liquors; and

9 (9) Such additional information as may be necessary
10 or appropriate in order to enable the Secretary of State
11 to determine whether such corporation is entitled to be
12 granted ~~a-certificate-of~~ authority to conduct affairs in
13 this State.

14 (b) Such application shall be made on forms prescribed
15 and furnished by the Secretary of State.

16 (c) When the provisions of this Section have been
17 complied with, the Secretary of State shall file the
18 application for ~~issue-a-certificate-of~~ authority.

19 (Source: P.A. 85-1269.)

20 (805 ILCS 105/113.20) (from Ch. 32, par. 113.20)
21 Sec. 113.20. Effect of certificate of authority. Upon
22 the filing of the application for ~~issuance-of-a-certificate~~
23 ~~of~~ authority by the Secretary of State, the corporation shall
24 have the right to conduct affairs in this State for those
25 purposes set forth in its application, subject, however, to
26 the right of this State to revoke such right to conduct
27 affairs in this State as provided in this Act.

28 (Source: P.A. 84-1423.)

29 (805 ILCS 105/113.25) (from Ch. 32, par. 113.25)
30 Sec. 113.25. Change of name by foreign corporation.
31 Whenever a foreign corporation which is admitted to conduct
32 affairs in this State shall change its name to one under

1 which a-~~certificate-of~~ authority to conduct affairs in this
2 State would not be granted to it on application therefor, the
3 authority of such corporation to conduct affairs in this
4 State shall be suspended and it shall not thereafter conduct
5 any affairs in this State until it has changed its name to a
6 name which is available to it under the laws of this State or
7 until it has adopted an assumed corporate name in accordance
8 with Section 104.15 of this Act.

9 (Source: P.A. 84-1423.)

10 (805 ILCS 105/113.30) (from Ch. 32, par. 113.30)

11 Sec. 113.30. Amendment to articles of incorporation of
12 foreign corporation. Each foreign corporation authorized to
13 conduct affairs in this State, whenever its articles of
14 incorporation are amended, shall forthwith file in the office
15 of the Secretary of State a copy of such amendment duly
16 authenticated by the proper officer of the State or country
17 under the laws of which such corporation is organized; but
18 the filing thereof shall not of itself enlarge or alter the
19 purpose or purposes which such corporation is authorized to
20 pursue in conducting affairs in this State, nor authorize
21 such corporation to conduct affairs in this State under any
22 other name than the name set forth in its application for
23 ~~certificate-of~~ authority, nor extend the duration of its
24 corporate existence.

25 (Source: P.A. 84-1423.)

26 (805 ILCS 105/113.35) (from Ch. 32, par. 113.35)

27 Sec. 113.35. Merger of foreign corporation authorized to
28 conduct affairs in this state. Whenever a foreign
29 corporation authorized to conduct affairs in this State shall
30 be a party to a statutory merger permitted by the laws of the
31 state or country under which it is organized, and such
32 corporation shall be the surviving corporation, it shall

1 forthwith file with the Secretary of State a copy of the
2 articles of merger duly authenticated by the proper officer
3 of the state or country under the laws of which such
4 statutory merger was effected; and it shall not be necessary
5 for such corporation to procure either a new or an amended
6 ~~certificate~~--~~of~~ authority to conduct affairs in this State
7 unless the name of such corporation or the duration of its
8 corporate existence be changed thereby or unless the
9 corporation desires to pursue in this State other or
10 additional purposes than those which it is then authorized to
11 pursue in this State.

12 (Source: P.A. 84-1423.)

13 (805 ILCS 105/113.40) (from Ch. 32, par. 113.40)

14 Sec. 113.40. Amended certificate of authority. A
15 foreign corporation authorized to conduct affairs in this
16 State shall secure an amended ~~certificate~~-~~of~~ authority to do
17 so in the event it changes its corporate name, changes the
18 duration of its corporate existence, or desires to pursue in
19 this State other or additional purposes than those set forth
20 in its prior application for a ~~certificate~~-~~of~~ authority, by
21 making application to the Secretary of State.

22 The application shall set forth:

23 (1) The name of the corporation, with any additions
24 required in order to comply with Section 104.05 of this
25 Act, together with the state or country under the laws of
26 which it is organized.

27 (2) The change to be effected.

28 (Source: P.A. 88-151.)

29 (805 ILCS 105/113.45) (from Ch. 32, par. 113.45)

30 Sec. 113.45. Withdrawal of foreign corporation. A
31 foreign corporation authorized to conduct affairs in this
32 State may withdraw from this State upon filing with ~~preparing~~

1 from the Secretary of State an application for a--certificate
2 of withdrawal. In order to procure such certificate--of
3 withdrawal, such foreign corporation shall either:

4 (a) Execute and file in duplicate, in accordance with
5 Section 101.10 of this Act, an application for withdrawal and
6 a final report which shall set forth:

7 (1) That it surrenders its authority to conduct
8 affairs in this State;

9 (2) That it revokes the authority of its registered
10 agent in this State to accept service of process and
11 consents that service of process in any suit, action, or
12 proceeding based upon any cause of action arising in this
13 State during the time the corporation was licensed to
14 conduct affairs in this State may thereafter be made on
15 such corporation by service thereof on the Secretary of
16 State;

17 (3) A post office address to which may be mailed a
18 copy of any process against the corporation that may be
19 served on the Secretary of State;

20 (4) The name of the corporation and the state or
21 country under the laws of which it is organized; and

22 (5) Such additional information as may be necessary
23 or appropriate in order to enable the Secretary of State
24 to determine and assess any unpaid fees payable by such
25 foreign corporation as in this Act prescribed; or

26 (b) If it has been dissolved, file a copy of the
27 articles of dissolution duly authenticated by the proper
28 officer of the state or country under the laws of which such
29 corporation was organized.

30 (c) The application for withdrawal and the final report
31 shall be made on forms prescribed and furnished by the
32 Secretary of State.

33 (d) When the corporation has complied with subsection
34 (a) ~~or (b)~~ of this Section, the Secretary of State shall file

1 the application for issue-a--certificate--of withdrawal and
 2 mail a copy of the application to the corporation or its
 3 representative. If the provisions of subsection (b) of this
 4 Section have been followed, the Secretary of State shall file
 5 a the copy of the articles of dissolution in his or her
 6 office ~~with-one-copy-of-the-certificate-of-withdrawal-affixed~~
 7 ~~thereto-and-mail-the--original--to--the--corporation--or--its~~
 8 representative.

9 Upon the filing of the application for issuance-of-such
 10 certificate--of withdrawal or copy of the articles of
 11 dissolution, the authority of the corporation to conduct
 12 affairs in this State shall cease.

13 (Source: P.A. 84-1423.)

14 (805 ILCS 105/113.50) (from Ch. 32, par. 113.50)
 15 Sec. 113.50. Grounds for revocation of certificate of
 16 authority.

17 (a) ~~(1)~~ The ~~certificate--of~~ authority of a foreign
 18 corporation to conduct affairs in this State may be revoked
 19 by the Secretary of State:

20 (1) ~~(a)~~ Upon the failure of an officer or director
 21 to whom interrogatories have been propounded by the
 22 Secretary of State, as provided in this Act, to answer
 23 the same fully and to file such answer in the office of
 24 the Secretary of State;

25 (2) ~~(b)~~ If the certificate of authority of the
 26 corporation was procured through fraud practiced upon the
 27 State;

28 (3) ~~(c)~~ If the corporation has continued to exceed
 29 or abuse the authority conferred upon it by this Act;

30 (4) ~~(d)~~ Upon the failure of the corporation to keep
 31 on file in the office of the Secretary of State duly
 32 authenticated copies of each amendment to its articles or
 33 incorporation;

1 (5) ~~(e)~~ Upon the failure of the corporation to
2 appoint and maintain a registered agent in this State;

3 (6) ~~(f)~~ Upon the failure of the corporation to file
4 any report after the period prescribed by this Act for
5 the filing of such report;

6 (7) ~~(g)~~ Upon the failure of the corporation to pay
7 any fees or charges prescribed by this Act;

8 (8) ~~(h)~~ For misrepresentation of any material
9 matter in any application, report, affidavit, or other
10 document filed by such corporation pursuant to this Act;

11 (9) ~~(i)~~ Upon the failure of the corporation to
12 renew its assumed name or to apply to change its assumed
13 name pursuant to the provisions of this Act, when the
14 corporation can only conduct affairs within this State
15 under its assumed name in accordance with the provisions
16 of Section 104.05 of this Act;

17 (10) ~~(j)~~ Upon notification from the local liquor
18 commissioner, pursuant to Section 4-4(3) of "The Liquor
19 Control Act of 1934," as now or hereafter amended, that a
20 foreign corporation functioning as a club in this State
21 has violated that Act by selling or offering for sale at
22 retail alcoholic liquors without a retailer's license; or

23 (11) ~~(k)~~ When, in an action by the Attorney
24 General, under the provisions of the "Consumer Fraud and
25 Deceptive Business Practices Act", or "An Act to regulate
26 solicitation and collection of funds for charitable
27 purposes, providing for violations thereof, and making an
28 appropriation therefor", approved July 26, 1963, as
29 amended, or the "Charitable Trust Act", a court has found
30 that the corporation substantially and willfully violated
31 any of such Acts.

32 (b) ~~(2)~~ The enumeration of grounds for revocation in
33 paragraphs (1) ~~(a)~~ through (11) ~~(k)~~ of subsection (a) ~~(1)~~
34 shall not preclude any action by the Attorney General which

1 is authorized by any other statute of the State of Illinois
2 or the common law.

3 (Source: P.A. 84-1423.)

4 (805 ILCS 105/113.55) (from Ch. 32, par. 113.55)

5 Sec. 113.55. Procedure for revocation of certificate of
6 authority.

7 (a) After the Secretary of State determines that one or
8 more grounds exist under Section 113.50 of this Act for the
9 revocation of a--certificate--of authority of a foreign
10 corporation, he or she shall send by regular mail to each
11 delinquent corporation a Notice of Delinquency to its
12 registered office, or, if the corporation has failed to
13 maintain a registered office, then to the president or other
14 principal officer at the last known office of said officer.

15 (b) If the corporation does not correct the default
16 within 90 days following such notice, the Secretary of State
17 shall thereupon revoke the certificate of authority of the
18 corporation by issuing a certificate of revocation that
19 recites the grounds for revocation and its effective date.
20 The Secretary of State shall file the original of the
21 certificate in his or her office, mail one copy to the
22 corporation at its registered office and file one copy for
23 record in the office of the Recorder of the county in which
24 the registered office of the corporation in this State is
25 situated, to be recorded by such Recorder. The Recorder
26 shall submit for payment, on a quarterly basis, to the
27 Secretary of State the amount of filing fees incurred.

28 (c) Upon the issuance of the certificate of revocation,
29 the authority of the corporation to conduct affairs in this
30 State shall cease and such revoked corporation shall not
31 thereafter conduct any affairs in this State.

32 (Source: P.A. 84-1423.)

1 (805 ILCS 105/113.60) (from Ch. 32, par. 113.60)

2 Sec. 113.60. Reinstatement following revocation.

3 (a) A foreign corporation revoked under Section 113.55
4 of this Act may be reinstated by the Secretary of State
5 within five years following the date of issuance of the
6 certificate of revocation upon:

7 (1) The filing of an application for reinstatement;

8 (2) The filing with the Secretary of State by the
9 corporation of all reports then due and theretofore
10 becoming due; and

11 (3) The payment to the Secretary of State by the
12 corporation of all fees and penalties then due and
13 theretofore becoming due.

14 (b) The application for reinstatement shall be executed
15 and filed in duplicate in accordance with Section 101.10 of
16 this Act and shall set forth:

17 (1) The name of the corporation at the time of the
18 issuance of the certificate of revocation;

19 (2) If such name is not available for use as
20 determined by the Secretary of State at the time of
21 filing the application for reinstatement, the name of the
22 corporation as changed, or the assumed corporate name
23 which the corporation elects to adopt for use in this
24 State in accordance with Section 104.05; provided,
25 however, that any change of name is properly effected
26 pursuant to Sections 113.30 and Section 113.40 of this
27 Act, and any adoption of assumed corporate name is
28 properly effected pursuant to Section 104.15 of this Act;

29 (3) The date of the issuance of the certificate of
30 revocation; and

31 (4) The address, including street and number, or
32 rural route number, of the registered office of the
33 corporation upon reinstatement thereof, and the name of
34 its registered agent at such address upon the

1 reinstatement of the corporation; provided, however, that
2 any change from either the registered office or the
3 registered agent at the time of revocation is properly
4 reported pursuant to Section 105.10 of this Act.

5 (c) When a revoked corporation has complied with the
6 provisions of this Section, the Secretary of State shall file
7 the application for issue-a-certificate-of reinstatement.

8 (d) Upon the filing of the application for issuance-of
9 the--certificate--of reinstatement, the authority of the
10 corporation to conduct affairs in this State shall be deemed
11 to have continued without interruption from the date of the
12 issuance of the certificate of revocation, and the
13 corporation shall stand revived as if its certificate-of
14 authority had not been revoked; and all acts and proceedings
15 of its officers, directors and members, acting or purporting
16 to act as such, which would have been legal and valid but for
17 such revocation, shall stand ratified and confirmed.

18 (Source: P.A. 85-1269.)

19 (805 ILCS 105/113.65) (from Ch. 32, par. 113.65)

20 Sec. 113.65. Application to corporations heretofore
21 qualified to conduct affairs in this state. Foreign
22 corporations which have been duly authorized to conduct
23 affairs in this State at the time this Act takes effect, for
24 a purpose or purposes for which a corporation might secure
25 such authority under this Act, shall, subject to the
26 limitations set forth in their respective applications for
27 certificates-of authority, be entitled to all the rights and
28 privileges applicable to foreign corporations procuring
29 authority to conduct affairs in this State under this Act,
30 and from the time this Act takes effect such corporation
31 shall be subject to all the limitations, restrictions,
32 liabilities, and duties prescribed herein for foreign
33 corporations procuring under this Act authority to conduct

1 affairs in this State.

2 (Source: P.A. 84-1423.)

3 (805 ILCS 105/113.70) (from Ch. 32, par. 113.70)

4 Sec. 113.70. Conducting affairs without ~~certificate--of~~
5 authority. No foreign corporation conducting affairs in this
6 state without a ~~certificate--of~~ authority to do so is
7 permitted to maintain a civil action in any court of this
8 State, until such corporation obtains such a ~~certificate--of~~
9 authority. Nor shall a civil action be maintained in any
10 court of this State by any successor or assignee of such
11 corporation on any right, claim or demand arising out of
12 conducting affairs by such corporation in this State, until a
13 ~~certificate-of~~ authority to conduct affairs in this State is
14 obtained by such corporation or by a corporation which has
15 acquired all or substantially all of its assets. The failure
16 of a foreign corporation to obtain a certificate of authority
17 to conduct affairs in this State does not impair the validity
18 of any contract or act of such corporation, and does not
19 prevent such corporation from defending any action in any
20 court of this State.

21 (Source: P.A. 84-1423.)

22 (805 ILCS 105/114.05) (from Ch. 32, par. 114.05)

23 Sec. 114.05. Annual report of domestic or foreign
24 corporation. Each domestic corporation organized under this
25 Act, and each foreign corporation authorized to conduct
26 affairs in this State, shall file, within the time prescribed
27 by this Act, an annual report setting forth:

- 28 (a) The name of the corporation.
- 29 (b) The address, including street and number, or rural
30 route number, of its registered office in this State, and the
31 name of its registered agent at such address and a statement
32 of change of its registered office or registered agent, or

1 both, if any.

2 (c) The address, including street and number, if any, of
3 its principal office.

4 (d) The names and respective business residential
5 addresses, including street and number, or rural route
6 number, of its directors and officers.

7 (e) A brief statement of the character of the affairs
8 which the corporation is actually conducting from among the
9 purposes authorized in Section 103.05 of this Act.

10 (f) Whether the corporation is a Condominium Association
11 as established under the Condominium Property Act, a
12 Cooperative Housing Corporation defined in Section 216 of the
13 Internal Revenue Code of 1954 or a Homeowner Association
14 which administers a common-interest community as defined in
15 subsection (c) of Section 9-102 of the Code of Civil
16 Procedure.

17 (g) Such additional information as may be necessary or
18 appropriate in order to enable the Secretary of State to
19 administer this Act and to verify the proper amount of fees
20 payable by the corporation.

21 Such annual report shall be made on forms prescribed and
22 furnished by the Secretary of State, and the information
23 therein required by subsections (a) to (d), both inclusive,
24 of this Section, shall be given as of the date of the
25 execution of the annual report. It shall be executed by the
26 corporation by any authorized officer and verified by him or
27 her, or, if the corporation is in the hands of a receiver or
28 trustee, it shall be executed on behalf of the corporation
29 and verified by such receiver or trustee.

30 (Source: P.A. 88-691, eff. 1-24-95.)

31 (805 ILCS 105/115.05) (from Ch. 32, par. 115.05)

32 Sec. 115.05. Fees and charges to be collected by
33 Secretary of State. The Secretary of State shall charge and

1 collect in accordance with the provisions of this Act:

2 (a) Fees for filing documents and-issuing-eertificates.

3 (b) Miscellaneous charges.

4 (c) Fees for filing annual reports.

5 (Source: P.A. 84-1423.)

6 (805 ILCS 105/115.10) (from Ch. 32, par. 115.10)

7 Sec. 115.10. Fees for filing documents and issuing
8 certificates. The Secretary of State shall charge and
9 collect for:

10 (a) Filing articles of incorporation and--issuing--a
11 eertificate-of-incorporation, \$50.

12 (b) Filing articles of amendment and---issuing---a
13 eertificate--of--amendment, \$25, unless the amendment is a
14 restatement of the articles of incorporation, in which case
15 the fee shall be \$100.

16 (c) Filing articles of merger or consolidation--and
17 issuing-a-eertificate-of-merger-or-consolidation, \$25.

18 (d) Filing articles of dissolution, \$5.

19 (e) Filing application to reserve a corporate name, \$25.

20 (f) Filing a notice of transfer of a reserved corporate
21 name, \$25.

22 (g) Filing statement of change of address of registered
23 office or change of registered agent, or both, if other than
24 on an annual report, \$5.

25 (h) Filing an application of a foreign corporation for
26 eertificate-of authority to conduct affairs in this State and
27 issuing-a-eertificate-of-authority, \$50.

28 (i) Filing an application of a foreign corporation for
29 amended eertificate-of authority to conduct affairs in this
30 State and-issuing-an-amended-eertificate-of-authority, \$25.

31 (j) Filing a copy of amendment to the articles of
32 incorporation of a foreign corporation holding a--eertificate
33 of authority to conduct affairs in this State, \$25, unless

1 the amendment is a restatement of the articles of
2 incorporation, in which case the fee shall be \$100.

3 (k) Filing a copy of articles of merger of a foreign
4 corporation holding a ~~certificate~~ of authority to conduct
5 affairs in this State, \$25.

6 (l) Filing an application for withdrawal and final
7 report or a copy of articles of dissolution, of a foreign
8 corporation and ~~issuing a certificate of withdrawal~~, \$5.

9 (m) Filing an annual report of a domestic or foreign
10 corporation, \$5.

11 (n) Filing an application for reinstatement of a
12 domestic or a foreign corporation, and ~~issuing a certificate~~
13 ~~of reinstatement~~, \$25.

14 (o) Filing an application for use or change of an
15 assumed corporate name, ~~\$150~~ ~~\$20 plus~~ ~~\$2.50~~ for each year
16 month or part thereof ending in 0 or 5, \$120 for each year or
17 part thereof ending in 1 or 6, \$90 for each year or part
18 thereof ending in 2 or 7, \$60 for each year or part thereof
19 ending in 3 or 8, \$30 for each year or part thereof ending in
20 4 or 9, between the date of filing the application and the
21 date of the renewal of the assumed corporate name; and a
22 renewal fee for each assumed corporate name, \$150.

23 (p) Filing an application for change or cancellation of
24 an assumed corporate name, \$5.

25 (q) Filing an application to register the corporate name
26 of a foreign corporation, \$50; and an annual renewal fee for
27 the registered name, \$50.

28 (r) Filing an application for cancellation of a
29 registered name of a foreign corporation, \$5.

30 (s) Filing a statement of correction, \$25.

31 (t) Filing an election to accept this Act, \$25.

32 (u) Filing any other statement or report, \$5.

33 (Source: P.A. 87-516; 88-691, eff. 1-24-95.)

1 (805 ILCS 105/115.20) (from Ch. 32, par. 115.20)
2 Sec. 115.20. Expedited service fees.

3 (a) The Secretary of State may charge and collect a fee
4 for expedited services as follows:

5 Certificates of good standing or fact, \$10;

6 All filings, copies of documents, annual reports for up
7 to 3 years, and copies of documents of dissolved corporations
8 having a file number over 5199, \$25.

9 (b) Expedited services shall not be available for a
10 statement of correction, ~~a petition for refund or adjustment,~~
11 or any request for copies involving more than 3 year's annual
12 reports or involving dissolved corporations with a file
13 number below 5200.

14 (c) All moneys collected under this Section shall be
15 deposited into the Department of Business Services Special
16 Operations Fund. No other fees or taxes collected under this
17 Act shall be deposited into that Fund.

18 (d) As used in this Section, "expedited services" has
19 the meaning ascribed thereto in Section 15.95 of the Business
20 Corporation Act of 1983.

21 (Source: P.A. 91-463, eff. 1-1-00.)

22 Section 15. The Limited Liability Company Act is amended
23 by changing Sections 1-10, 5-55, 15-5, 35-40, 35-50, 45-65,
24 50-10, and 50-50 as follows:

25 (805 ILCS 180/1-10)

26 Sec. 1-10. Limited liability company name.

27 (a) The name of each limited liability company as set
28 forth in its articles of organization:

29 (1) shall contain the terms "limited liability
30 company", "L.L.C.", or "LLC";

31 (2) may not contain a word or phrase, or an
32 abbreviation or derivation thereof, the use of which is

1 prohibited or restricted by any other statute of this
2 State unless the restriction has been complied with;

3 (3) shall consist of letters of the English
4 alphabet, Arabic or Roman numerals, or symbols capable of
5 being readily reproduced by the Office of the Secretary
6 of State;

7 (4) shall not contain any of the following terms:
8 "Corporation," "Corp.," "Incorporated," "Inc.," "Ltd.,"
9 "Co.," "Limited Partnership" or "L.P.";

10 (5) shall be the name under which the limited
11 liability company transacts business in this State unless
12 the limited liability company also elects to adopt an
13 assumed name or names as provided in this Act; provided,
14 however, that the limited liability company may use any
15 divisional designation or trade name without complying
16 with the requirements of this Act, provided the limited
17 liability company also clearly discloses its name;

18 (6) shall not contain any word or phrase that
19 indicates or implies that the limited liability company
20 is authorized or empowered to be in the business of a
21 corporate fiduciary unless otherwise permitted by the
22 Commissioner of the Office of Banks and Real Estate under
23 Section 1-9 of the Corporate Fiduciary Act. The word
24 "trust", "trustee", or "fiduciary" may be used by a
25 limited liability company only if it has first complied
26 with Section 1-9 of the Corporate Fiduciary Act; and

27 (7) shall contain the word "trust", if it is a
28 limited liability company organized for the purpose of
29 accepting and executing trusts.

30 (b) Nothing in this Section or Section 1-20 shall
31 abrogate or limit the common law or statutory law of unfair
32 competition or unfair trade practices, nor derogate from the
33 common law or principles of equity or the statutes of this
34 State or of the United States of America with respect to the

1 right to acquire and protect copyrights, trade names,
2 trademarks, service marks, service names, or any other right
3 to the exclusive use of names or symbols.

4 (c) The name shall not contain any word or phrase that
5 indicates or implies that it is organized for any purposes
6 other than those permitted by this Act as limited by its
7 articles of organization.

8 (d) The name shall be distinguishable upon the records
9 in the Office of the Secretary of State from all of the
10 following:

11 (1) Any limited liability company that has articles
12 of organization filed with the Secretary of State under
13 Section 5-5.

14 (2) Any foreign limited liability company admitted
15 to transact business in this State.

16 (3) Any name for which an exclusive right has been
17 reserved in the Office of the Secretary of State under
18 Section 1-15.

19 (4) Any assumed name that is registered with the
20 Secretary of State under Section 1-20.

21 (5) Any corporate name or assumed corporate name of
22 a domestic or foreign corporation subject to the
23 provisions of Section 4.05 of the Business Corporation
24 Act of 1983 or Section 104.05 of the General Not For
25 Profit Corporation Act of 1986.

26 (e) The provisions of subsection (d) of this Section
27 shall not apply if the organizer files with the Secretary of
28 State a certified copy of a final decree of a court of
29 competent jurisdiction establishing the prior right of the
30 applicant to the use of that name in this State.

31 (f) The Secretary of State shall determine whether a
32 name is "distinguishable" from another name for the purposes
33 of this Act. Without excluding other names that may not
34 constitute distinguishable names in this State, a name is not

1 considered distinguishable, for purposes of this Act, solely
2 because it contains one or more of the following:

3 (1) The word "limited", "liability" or "company" or
4 an abbreviation of one of those words.

5 (2) Articles, conjunctions, contractions,
6 abbreviations, or different tenses or number of the same
7 word.

8 (Source: P.A. 90-424, eff. 1-1-98.)

9 (805 ILCS 180/5-55)

10 Sec. 5-55. Filing in Office of Secretary of State.

11 (a) Whenever any provision of this Act requires a
12 limited liability company to file any document with the
13 Office of the Secretary of State, the requirement means that:

14 (1) the original document, executed as described in
15 Section 5-45, and, if required by this Act to be filed in
16 duplicate, one copy (which may be a signed carbon or
17 photocopy) shall be delivered to the Office of the
18 Secretary of State;

19 (2) all fees and charges authorized by law to be
20 collected by the Secretary of State in connection with
21 the filing of the document shall be tendered to the
22 Secretary of State; and

23 (3) unless the Secretary of State finds that the
24 document does not conform to law, he or she shall, when
25 all fees have been paid:

26 (A) endorse on the original and on the copy
27 the word "Filed" and the month, day, and year of the
28 filing thereof;

29 (B) file in his or her office the original of
30 the document; and

31 (C) return the copy to the person who filed it
32 or to that person's representative.

33 (b) If another Section of this Act specifically

1 prescribes a manner of filing or signing a specified document
2 that differs from the corresponding provisions of this
3 Section, then the provisions of the other Section shall
4 govern.

5 (Source: P.A. 87-1062.)

6 (805 ILCS 180/15-5)

7 Sec. 15-5. Operating agreement.

8 ~~(a) Except as otherwise provided in subsection (b) of~~
9 ~~this Section,~~ All members of a limited liability company may
10 enter into an operating agreement to regulate the affairs of
11 the company and the conduct of its business and to govern
12 relations among the members, managers, and company. To the
13 extent the operating agreement does not otherwise provide,
14 this Act governs relations among the members, managers, and
15 company. Except as provided in subsection (b) of this
16 Section, an operating agreement may modify any provision or
17 provisions of this Act governing relations among the members,
18 managers, and company.

19 (b) The operating agreement may not:

20 (1) unreasonably restrict a right to information or
21 access to records under Section 10-15;

22 (2) vary the right to expel a member in an event
23 specified in subdivision (6) of Section 35-45;

24 (3) vary the requirement to wind up the limited
25 liability company's business in a case specified in
26 subdivisions (3) or (4) of Section 35-1;

27 (4) restrict rights of a person, other than a
28 manager, member, and transferee of a member's
29 distributional interest, under this Act;

30 (5) restrict the power of a member to dissociate
31 under Section 35-50, although an operating agreement may
32 determine whether a dissociation is wrongful under
33 Section 35-50, and it may eliminate or vary the

1 obligation of the limited liability company to purchase
2 the dissociated member's distributional interest under
3 Section 35-60;

4 (6) eliminate or reduce a member's fiduciary
5 duties, but may;

6 (A) identify specific types or categories of
7 activities that do not violate these duties, if not
8 manifestly unreasonable; and

9 (B) specify the number or percentage of
10 members or disinterested managers that may authorize
11 or ratify, after full disclosure of all materials
12 facts, a specific act or transaction that otherwise
13 would violate these duties; or

14 (7) eliminate or reduce the obligation of good
15 faith and fair dealing under subsection (d) of Section
16 15-3, but the operating agreement may determine the
17 standards by which the performance of the obligation is
18 to be measured, if the standards are not manifestly
19 unreasonable.

20 (c) In a limited liability company with only one member,
21 the operating agreement includes any of the following:

22 (1) Any writing, without regard to whether the
23 writing otherwise constitutes an agreement, as to the
24 company's affairs signed by the sole member.

25 (2) Any written agreement between the member and
26 the company as to the company's affairs.

27 (3) Any agreement, which need not be in writing,
28 between the member and the company as to a company's
29 affairs, provided that the company is managed by a
30 manager who is a person other than the member.

31 (Source: P.A. 90-424, eff. 1-1-98.)

32 (805 ILCS 180/35-40)

33 Sec. 35-40. Reinstatement following administrative

1 dissolution.

2 (a) A limited liability company administratively
3 dissolved under Section 35-25 may be reinstated by the
4 Secretary of State within 5 years following the date of
5 issuance of the notice of dissolution upon the occurrence of
6 all of the following:

7 (1) The filing of an application for reinstatement.

8 (2) The filing with the Secretary of State by the
9 limited liability company of all reports then due and
10 theretofore becoming due.

11 (3) The payment to the Secretary of State by the
12 limited liability company of all fees and penalties then
13 due and theretofore becoming due.

14 (b) The application for reinstatement shall be executed
15 and filed in duplicate in accordance with Section 5-45 of
16 this Act and shall set forth all of the following:

17 (1) The name of the limited liability company at
18 the time of the issuance of the notice of dissolution.

19 (2) If the name is not available for use as
20 determined by the Secretary of State at the time of
21 filing the application for reinstatement, the name of the
22 limited liability company as changed, provided that any
23 change of name is properly effected under Section 1-10
24 and Section 1-15 of this Act.

25 (3) The date of issuance of the notice of
26 dissolution.

27 (4) The address, including street and number or
28 rural route number of the registered office of the
29 limited liability company upon reinstatement thereof and
30 the name of its registered agent at that address upon the
31 reinstatement of the limited liability company, provided
32 that any change from either the registered office or the
33 registered agent at the time of dissolution is properly
34 reported under Section 1-35 of this Act.

1 (c) When a dissolved limited liability company has
2 complied with the provisions of the Section, the Secretary of
3 State shall file the application for issue-a--certificate--of
4 reinstatement.

5 (d) Upon the filing of the application for issuance-of
6 the--certificate--of reinstatement, the limited liability
7 company existence shall be deemed to have continued without
8 interruption from the date of the issuance of the notice of
9 dissolution, and the limited liability company shall stand
10 revived with the powers, duties, and obligations as if it had
11 not been dissolved; and all acts and proceedings of its
12 members or managers, acting or purporting to act in that
13 capacity, that would have been legal and valid but for the
14 dissolution, shall stand ratified and confirmed.

15 (Source: P.A. 87-1062.)

16 (805 ILCS 180/35-50)

17 Sec. 35-50. Member's power to dissociate; wrongful
18 dissociation.

19 (a) A member of a member-managed company has the power
20 to dissociate from a ~~limited-liability~~ company at any time,
21 rightfully or wrongfully, by express will under subdivision
22 (1) of Section 35-45. If an operating agreement does not
23 specify in writing the time or the events upon the happening
24 of which a member of a member-managed company may dissociate,
25 a member does not have the power, rightfully or wrongfully,
26 to dissociate from the company before the dissolution and
27 winding up of the company.

28 (b) The member's dissociation from a member-managed
29 ~~limited-liability~~ company is wrongful only if it is in breach
30 of an express provision of the agreement.

31 (c) A member who wrongfully dissociates from a
32 member-managed ~~limited--liability~~ company is liable to the
33 company and to the other members for damages caused by the

1 dissociation. The liability is in addition to any other
2 obligation of the member to the company or to the other
3 members.

4 (d) If a member-managed limited-liability company does
5 not dissolve and wind up its business as a result of a
6 member's wrongful dissociation under subsection (b) of this
7 Section, damages sustained by the company for the wrongful
8 dissociation must be offset against distributions otherwise
9 due the member after the dissociation.

10 (e) Unless otherwise provided in writing in an
11 agreement, a company whose original articles of organization
12 were filed with the Secretary of State and effective on or
13 before January 1, 2001, shall continue to be governed by this
14 Section in effect immediately prior to January 1, 2001, and
15 shall not be governed by this Section.

16 (Source: P.A. 90-424, eff. 1-1-98.)

17 (805 ILCS 180/45-65)

18 Sec. 45-65. Reinstatement following revocation.

19 (a) A limited liability company whose admission has been
20 revoked under Section 45-35 may be reinstated by the
21 Secretary of State within 5 years following the date of
22 issuance of the certificate of revocation upon the occurrence
23 of all of the following:

24 (1) The filing of the application for
25 reinstatement.

26 (2) The filing with the Secretary of State by the
27 limited liability company of all reports then due and
28 becoming due.

29 (3) The payment to the Secretary of State by the
30 limited liability company of all fees and penalties then
31 due and becoming due.

32 (b) The application for reinstatement shall be executed
33 and filed in duplicate in accordance with Section 5-45 and

1 shall set forth all of the following:

2 (1) The name of the limited liability company at
3 the time of the issuance of the notice of revocation.

4 (2) If the name is not available for use as
5 determined by the Secretary of State at the time of
6 filing the application for reinstatement, the name of the
7 limited liability company as changed, provided that any
8 change is properly effected under Sections 1-10 and
9 45-25.

10 (3) The date of the issuance of the notice of
11 revocation.

12 (4) The address, including street and number or
13 rural route number of the registered office of the
14 limited liability company upon reinstatement and the name
15 of its registered agent at that address upon the
16 reinstatement of the limited liability company, provided
17 that any change from either the registered office or the
18 registered agent at the time of revocation is properly
19 reported under Section 1-35.

20 (c) When a limited liability company whose admission has
21 been revoked has complied with the provisions of this
22 Section, the Secretary of State shall file the application
23 for issue-a-certificate-of reinstatement.

24 (d) Upon the filing of the application for issuance-of
25 the-certificate-of reinstatement: (i) the admission of the
26 limited liability company to transact business in this State
27 shall be deemed to have continued without interruption from
28 the date of the issuance of the notice of revocation, (ii)
29 the limited liability company shall stand revived with the
30 powers, duties, and obligations as if its admission had not
31 been revoked, and (iii) all acts and proceedings of its
32 members or managers, acting or purporting to act in that
33 capacity, that would have been legal and valid but for the
34 revocation, shall stand ratified and confirmed.

1 (Source: P.A. 90-424, eff. 1-1-98.)

2 (805 ILCS 180/50-10)

3 Sec. 50-10. Fees.

4 (a) The Secretary of State shall charge and collect in
5 accordance with the provisions of this Act and rules
6 promulgated under its authority all of the following:

7 (1) Fees for filing documents.

8 (2) Miscellaneous charges.

9 (3) Fees for the sale of lists of filings, copies
10 of any documents, and for the sale or release of any
11 information.

12 (b) The Secretary of State shall charge and collect for
13 all of the following:

14 (1) Filing articles of organization of limited
15 liability companies (domestic), application for admission
16 (foreign), and restated articles of organization
17 (domestic), \$400.

18 (2) Filing amendments:

19 (A) For other than change of registered agent
20 name or registered office, or both, \$100.

21 (B) For the purpose of changing the registered
22 agent name or registered office, or both, \$25.

23 (3) Filing articles of dissolution or application
24 for withdrawal, \$100.

25 (4) Filing an application to reserve a name, \$300.

26 (5) Renewal fee for reserved name, \$100.

27 (6) Filing a notice of a transfer of a reserved
28 name, \$100.

29 (7) Registration of a name, \$300.

30 (8) Renewal of registration of a name, \$100.

31 (9) Filing an application for use of an assumed
32 name under Section 1-20 of this Act, \$150 ~~\$20-plus-\$5~~ for
33 each year ~~month~~ or part thereof ending in 0 or 5, \$120

1 for each year or part thereof ending in 1 or 6, \$90 for
 2 each year or part thereof ending in 2 or 7, \$60 for each
 3 year or part thereof ending in 3 or 8, \$30 for each year
 4 or part thereof ending in 4 or 9, between-the-date-of
 5 filing-the-application-and-the-date-of-the-renewal-of-the
 6 assumed-name; and a renewal for each assumed name, \$300.

7 (10) Filing an application for change of an assumed
 8 name, \$100.

9 (11) Filing an annual report of a limited liability
 10 company or foreign limited liability company, \$200, if
 11 filed as required by this Act, plus a penalty if
 12 delinquent.

13 (12) Filing an application for reinstatement of a
 14 limited liability company or foreign limited liability
 15 company ~~and--for-issuing-a-certificate-of-reinstatement,~~
 16 \$500.

17 (13) Filing Articles of Merger, \$100 plus \$50 for
 18 each party to the merger in excess of the first 2
 19 parties.

20 (14) Filing an Agreement of Conversion or Statement
 21 of Conversion, \$100.

22 (15) Filing any other document, \$100.

23 (c) The Secretary of State shall charge and collect all
 24 of the following:

25 (1) For furnishing a copy or certified copy of any
 26 document, instrument, or paper relating to a limited
 27 liability company or foreign limited liability company,
 28 \$1 per page, but not less than \$25, and \$25 for the
 29 certificate and for affixing the seal thereto.

30 (2) For the transfer of information by computer
 31 process media to any purchaser, fees established by rule.

32 (Source: P.A. 90-424, eff. 1-1-98.)

1 Sec. 50-50. Department of Business Services Special
2 Operations Fund.

3 (a) A special fund in the State treasury is created and
4 shall be known as the Department of Business Services Special
5 Operations Fund. Moneys deposited into the Fund shall,
6 subject to appropriation, be used by the Department of
7 Business Services of the Office of the Secretary of State,
8 hereinafter "Department", to create and maintain the
9 capability to perform expedited services in response to
10 special requests made by the public for same-day or 24-hour
11 service. Moneys deposited into the Fund shall be used for,
12 but not limited to, expenditures for personal services,
13 retirement, Social Security, contractual services, equipment,
14 electronic data processing, and telecommunications.

15 (b) The balance in the Fund at the end of any fiscal year
16 shall not exceed \$400,000, and any amount in excess thereof
17 shall be transferred to the General Revenue Fund.

18 (c) All fees payable to the Secretary of State under this
19 Section shall be deposited into the Fund. No other fees or
20 charges taxes collected under this Act shall be deposited
21 into the Fund.

22 (d) "Expedited services" means services rendered within
23 the same day, or within 24 hours from the time, the request
24 therefor is submitted by the filer, law firm, service
25 company, or messenger physically in person or, at the
26 Secretary of State's discretion, by electronic means, to the
27 Department's Springfield Office and includes requests for
28 certified copies, photocopies, and certificates of good
29 standing made to the Department's Springfield Office in
30 person or by telephone, or requests for certificates of good
31 standing made in person or by telephone to the Department's
32 Chicago Office.

33 (e) Fees for expedited services shall be as follows:

34 Restated articles of organization, \$100;

1 Merger or conversion, \$100;
 2 Articles of organization, \$50;
 3 Articles of amendment, \$50;
 4 Reinstatement, \$50;
 5 Application for admission to transact business, \$50;
 6 Certificate of good standing or abstract of computer
 7 record, \$10;
 8 All other filings, copies of documents, annual reports,
 9 and copies of documents of dissolved or revoked limited
 10 liability companies, \$25.
 11 (Source: P.A. 91-463, eff. 1-1-00.)

12 Section 20. The Uniform Partnership Act is amended by
 13 changing Section 8.1 as follows:

14 (805 ILCS 205/8.1)

15 Sec. 8.1. Registered limited liability partnerships.

16 (a) To become and to continue as a registered limited
 17 liability partnership, a partnership shall file with the
 18 Secretary of State an application or a renewal application,
 19 as the case may be, stating the name of the partnership; the
 20 federal employer identification number of the partnership;
 21 the address of its principal office; the address of a
 22 registered office and the name and address of a registered
 23 agent for service of process in this State, which the
 24 partnership is required to maintain; the number of partners;
 25 a brief statement of the business in which the partnership
 26 engages, ~~including the four-digit business code number~~
 27 ~~required on the entity's U.S. Tax Return;~~ and that the
 28 partnership thereby applies for status or renewal of its
 29 status, as the case may be, as a registered limited liability
 30 partnership; and if the partnership is organized as a
 31 registered limited liability partnership under the laws of
 32 another state or other foreign jurisdiction, a document or

1 documents sufficient under those laws to constitute official
2 certification of current status in good standing as a
3 registered limited liability partnership under the laws of
4 that state or jurisdiction.

5 (b) The application or renewal application shall be
6 executed by a majority in interest of the partners or by one
7 or more partners authorized to execute an application or
8 renewal application.

9 (c) The application or renewal application for a
10 registered limited liability partnership organized under the
11 laws of this State shall be accompanied by a fee of \$100 for
12 each partner, but in no event shall the fee be less than \$200
13 or exceed \$5,000. The application for a registered limited
14 liability partnership organized under the laws of another
15 state or other foreign jurisdiction shall be \$500. The
16 renewal application for a registered limited liability
17 partnership organized under the laws of another state or
18 other foreign jurisdiction shall be \$300. All such fees
19 shall be deposited into the Division of Corporations
20 Registered Limited Liability Partnership Fund.

21 (d) There is hereby created in the State treasury a
22 special fund to be known as the Division of Corporations
23 Registered Limited Liability Partnership Fund. Moneys
24 deposited into the Fund shall, subject to appropriation, be
25 used by the Business Services Division of the Office of the
26 Secretary of State to administer the responsibilities of the
27 Secretary of State under this Act. The balance of the Fund
28 at the end of any fiscal year shall not exceed \$200,000, and
29 any amount in excess thereof shall be transferred to the
30 General Revenue Fund.

31 (e) The Secretary of State shall register as a
32 registered limited liability partnership, and shall renew the
33 registration of any registered limited liability partnership,
34 any partnership that submits a completed application or

1 renewal application with the required fee.

2 (f) Registration is effective at the time the
3 registration application is filed with the Secretary of State
4 or at any later time, not more than 60 days after the filing
5 of the registration application, specified in the
6 application, for one year after the date an application is
7 filed, unless voluntarily withdrawn by filing with the
8 Secretary of State a written withdrawal notice executed by a
9 majority in interest of the partners or by one or more
10 partners authorized to execute a withdrawal notice together
11 with a filing fee of \$100. Registration, whether pursuant to
12 an original application or a renewal application, as a
13 registered limited liability partnership is renewed if,
14 during the 60 day period preceding the date the initial
15 registration or renewed registration otherwise would have
16 expired, the partnership files with the Secretary of State a
17 renewal application. A renewed registration expires one year
18 after the date an original registration would have expired if
19 the last renewal of the registration had not occurred.

20 (g) The status of a partnership as a registered limited
21 liability partnership shall not be affected by changes after
22 the filing of an application or a renewal application in the
23 information stated in the application or renewal application.

24 (h) The Secretary of State shall provide forms for
25 registration application, renewal of registration, and
26 voluntary withdrawal notice.

27 (Source: P.A. 88-573, eff. 8-11-94; 88-691, eff. 1-24-95.)

28 Section 25. The Revised Uniform Limited Partnership Act
29 is amended by changing Sections 201, 210, 801, 1102, and 1111
30 as follows:

31 (805 ILCS 210/201) (from Ch. 106 1/2, par. 152-1)

32 Sec. 201. Certificate of Limited Partnership.

1 (a) In order to form a limited partnership, a
2 certificate of limited partnership must be executed and filed
3 in the office of the Secretary of State in Springfield or
4 Chicago. Certificates may be filed in such additional
5 offices as the Secretary of State may designate. The
6 certificate shall set forth:

7 (1) the name of the limited partnership;

8 (2) the purposes for which the partnership is
9 formed, which may be stated to be, or to include, the
10 transaction of any or all lawful businesses for which
11 limited partnerships may be formed under this Act;

12 (3) the address of the office at which the records
13 required to be maintained by Section 104 are kept and the
14 name of its registered agent and the address of its
15 registered office required to be maintained by Section
16 103;

17 (4) the name and business address of each general
18 partner;

19 ~~(5) the aggregate amount of cash and a description~~
20 ~~and statement of the aggregate agreed value of the other~~
21 ~~property or services contributed by the partners and~~
22 ~~which the partners have agreed to contribute;~~

23 ~~(6) if agreed upon, a brief statement of the~~
24 ~~partners' membership and distribution rights;~~

25 (7) the latest date, if any, upon which the limited
26 partnership is to dissolve;

27 ~~(6)~~ (8) any other matters the partners determine to
28 include therein; and

29 ~~(7)~~ (9) any other information the Secretary of
30 State shall by rule deem necessary to administer this
31 Act.

32 (b) A limited partnership is formed at the time of the
33 filing of the certificate of limited partnership in the
34 office of the Secretary of State or at any later time, not

1 more than 60 days subsequent to the filing of the certificate
 2 of limited partnership, specified in the certificate of
 3 limited partnership if, in either case, there has been
 4 substantial compliance with the requirements of this Section.
 5 (Source: P.A. 86-836.)

6 (805 ILCS 210/210)

7 Sec. 210. Merger of limited partnership and ~~limited~~
 8 ~~liability-company~~.

9 (a) Under a plan of merger approved under subsection (c)
 10 of this Section, any one or more limited partnerships may
 11 merge into one of such limited partnerships or with or into
 12 one or more limited liability companies of this State, any
 13 other state or states of the United States, or the District
 14 of Columbia, if the laws of the other state or states or the
 15 District of Columbia permit the merger. The limited
 16 partnership or partnerships and the limited liability company
 17 or companies, if any, may merge with or into a limited
 18 partnership, which may be any one of these limited
 19 partnerships, or they may merge with or into a limited
 20 liability company, which may be any one of these limited
 21 liability companies, which shall be a limited partnership or
 22 limited liability company of this State, any other state of
 23 the United States, or the District of Columbia, which permits
 24 the merger.

25 (b) A plan of merger must set forth all of the
 26 following:

27 (1) The name of each entity that is a party to the
 28 merger.

29 (2) The name of the surviving entity into which the
 30 other entity or entities will merge.

31 (3) The type of organization of the surviving
 32 entity.

33 (4) The terms and conditions of the merger.

1 (5) The manner and basis for converting the
2 interests, obligations, or other securities of each party
3 to the merger into interests, obligations, or securities
4 of the surviving entity, or into money or other property
5 in whole or in part.

6 (6) The street address of the surviving entity's
7 principal place of business.

8 (c) The plan of merger required by subsection (b) of
9 this Section must be approved by each party to the merger in
10 accordance with all of the following:

11 (1) In the case of a domestic limited partnership,
12 by all of the partners or by the number or percentage of
13 the partners required to approve a merger in the
14 partnership agreement.

15 (2) In the case of a limited liability company, in
16 accordance with the terms of the limited liability
17 company operating agreement, if any, and in accordance
18 with the laws under which it was formed.

19 (d) After a plan of merger is approved and before the
20 merger takes effect, the plan may be amended or abandoned as
21 provided in the plan of merger.

22 (e) If a limited partnership or partnerships are merging
23 under this Section, the limited partnership or partnerships
24 and the limited liability company or companies that are
25 parties to the merger must sign the articles of merger. The
26 articles of merger shall be delivered to the Secretary of
27 State of this State for filing. The articles must set forth
28 all of the following:

29 (1) The name of each limited partnership and the
30 name and jurisdiction of organization of each limited
31 liability company, if any, that is a party to the merger.

32 (2) For each limited partnership that is to merge,
33 the date its certificate of limited partnership was filed
34 with the Secretary of State.

1 (3) That a plan of merger has been approved and
2 signed by each limited partnership and each limited
3 liability company, if any, that is a party to the merger.

4 (4) The name and address of the surviving limited
5 partnership or surviving limited liability company.

6 (5) The effective date of the merger.

7 (6) If a limited partnership is the surviving
8 entity, any changes in its certificate of limited
9 partnership that are necessary by reason of the merger.

10 (7) If a party to the merger is a foreign limited
11 liability company, the jurisdiction and date of the
12 filing of its articles of organization and the date when
13 its application for authority was filed with the
14 Secretary of State of this State or, if an application
15 has not been filed, a statement to that effect.

16 (8) If the surviving entity is not a domestic
17 limited partnership or limited liability company
18 organized under the laws of this State, an agreement that
19 the surviving entity may be served with process in this
20 State and is subject to liability in any action or
21 proceeding for the enforcement of any liability or
22 obligation of any limited partnership previously subject
23 to suit in this State that is to merge, and for the
24 enforcement, as provided in this Act, of the right of
25 partners of any limited partnership to receive payment
26 for their interest against the surviving entity.

27 (f) The merger is effective upon the filing of the
28 articles of merger with the Secretary of State of this State,
29 or on a later date as specified in the articles of merger not
30 later than 30 days subsequent to the filing of the plan of
31 merger under subsection (e) of this Section.

32 (g) Upon the merger becoming effective, articles of
33 merger shall act as a certificate of cancellation for a
34 domestic limited partnership which is not the surviving

1 entity of the merger.

2 (h) Upon the merger becoming effective, articles of
3 merger may operate as an amendment to the certificate of
4 limited partnership of the limited partnership which is the
5 surviving entity of the merger.

6 (i) When any merger becomes effective under this
7 Section:

8 (1) the separate existence of each limited
9 partnership and each limited liability company, if any,
10 that is a party to the merger, other than the surviving
11 entity, terminates;

12 (2) all property owned by each limited partnership
13 and each limited liability company, if any, that is a
14 party to the merger vests in the surviving entity;

15 (3) all debts, liabilities, and other obligations
16 of each limited partnership and each limited liability
17 company, if any, that is a party to the merger become the
18 obligations of the surviving entity;

19 (4) an action or proceeding by or against a limited
20 partnership or limited liability company, if any, that is
21 a party to the merger may be continued as if the merger
22 had not occurred or the surviving entity may be
23 substituted as a party to the action or proceeding; and

24 (5) except as prohibited by other law, all the
25 rights, privileges, immunities, powers, and purposes of
26 each limited partnership and each limited liability
27 company, if any, that is a party to the merger vest in
28 the surviving entity.

29 (j) The Secretary of State of this State is an agent for
30 service of process in an action or proceeding against the
31 surviving foreign entity to enforce an obligation of any
32 party to a merger if the surviving foreign entity fails to
33 appoint or maintain an agent designated for service of
34 process in this State or the agent for service of process

1 cannot with reasonable diligence be found at the designated
2 office. Service is effected under this subsection (j) at the
3 earliest of:

4 (1) the date the surviving entity receives the
5 process, notice, or demand;

6 (2) the date shown on the return receipt, if signed
7 on behalf of the surviving entity; or

8 (3) 5 days after its deposit in the mail, if mailed
9 postpaid and correctly addressed.

10 (k) Service under subsection (j) of this Section shall
11 be made by the person instituting the action by doing all of
12 the following:

13 (1) Serving on the Secretary of State of this
14 State, or on any employee having responsibility for
15 administering this Act in his or her office, a copy of
16 the process, notice, or demand, together with any papers
17 required by law to be delivered in connection with
18 service and paying the fee prescribed by subsection (b)
19 of Section 1102 of this Act.

20 (2) Transmitting notice of the service on the
21 Secretary of State of this State and a copy of the
22 process, notice, or demand and accompanying papers to the
23 surviving entity being served, by registered or certified
24 mail at the address set forth in the articles of merger.

25 (3) Attaching an affidavit of compliance with this
26 Section, in substantially the form that the Secretary of
27 State of this State may by rule prescribe, to the
28 process, notice, or demand.

29 (l) Nothing contained in this Section shall limit or
30 affect the right to serve any process, notice, or demand
31 required or permitted by law to be served upon a limited
32 partnership in any other manner now or hereafter permitted by
33 law.

34 (m) The Secretary of State of this State shall keep, for

1 a period of 5 years from the date of service, a record of all
2 processes, notices, and demands served upon him or her under
3 this Section and shall record the time of the service and the
4 person's action with reference to the service.

5 (n) Except as provided by agreement with a person to
6 whom a general partner of a limited partnership is obligated,
7 a merger of a limited partnership that has become effective
8 shall not affect any obligation or liability existing at the
9 time of the merger of a general partner of a limited
10 partnership that is merging.

11 (o) If a limited partnership is a constituent party to a
12 merger that has become effective, but the limited partnership
13 is not the surviving entity of the merger, then a judgment
14 creditor of a general partner of the limited partnership may
15 not levy execution against the assets of the general partner
16 to satisfy a judgment based on a claim against the surviving
17 entity of the merger unless:

18 (1) a judgment based on the same claim has been
19 obtained against the surviving entity of the merger and a
20 writ of execution on the judgment has been returned
21 unsatisfied in whole or in part;

22 (2) the surviving entity of the merger is a debtor
23 in bankruptcy;

24 (3) the general partner has agreed that the
25 creditor need not exhaust the assets of the limited
26 partnership that was not the surviving entity of the
27 merger;

28 (4) the general partner has agreed that the
29 creditor need not exhaust the assets of the surviving
30 entity of the merger;

31 (5) a court grants permission to the judgment
32 creditor to levy execution against the assets of the
33 general partner based on a finding that the assets of the
34 surviving entity of the merger that are subject to

1 execution are insufficient to satisfy the judgment, that
 2 exhaustion of the assets of the surviving entity of the
 3 merger is excessively burdensome, or that grant of
 4 permission is an appropriate exercise of the court's
 5 equitable powers; or

6 (6) liability is imposed on the general partner by
 7 law or contract independent of the existence of the
 8 surviving entity of the merger.

9 (Source: P.A. 90-424, eff. 1-1-98.)

10 (805 ILCS 210/801) (from Ch. 106 1/2, par. 158-1)

11 Sec. 801. Dissolution. A limited partnership is
 12 dissolved and its affairs shall be wound up upon the
 13 happening of the first to occur of the following:

14 (a) at the time or upon the happening of events
 15 specified in the partnership agreement;

16 (b) written consent of all partners;

17 (c) an event of withdrawal of a general partner unless
 18 at the time there is at least one other general partner and
 19 the partnership agreement permits the business of the limited
 20 partnership to be carried on by the remaining general partner
 21 and that partner does so, but the limited partnership is not
 22 dissolved and is not required to be wound up by reason of any
 23 event of withdrawal, if, within 90 days after the withdrawal,
 24 all partners (or such lesser number of partners as is
 25 provided for in the written provisions of the partnership
 26 agreement) agree in writing to continue the business of the
 27 limited partnership and to the appointment of one or more
 28 additional general partners if necessary or desired; or

29 (d) entry of a decree of judicial dissolution under
 30 Section 802.

31 (Source: P.A. 86-836.)

32 (805 ILCS 210/1102) (from Ch. 106 1/2, par. 161-2)

1 Sec. 1102. Fees. (a) The Secretary of State shall
2 charge and collect in accordance with the provisions of this
3 Act and rules promulgated pursuant to its authority:

- 4 (1) fees for filing documents;
- 5 (2) miscellaneous charges;
- 6 (3) fees for the sale of lists of filings, copies of any
7 documents, and for the sale or release of any information.

8 (b) The Secretary of State shall charge and collect for:

- 9 (1) filing certificates of limited partnership
10 (domestic), certificates of admission (foreign), restated
11 certificates of limited partnership (domestic), and restated
12 certificates of admission (foreign), \$75;

- 13 (2) filing certificates to be governed by this Act, \$25;

- 14 (3) filing amendments and certificates of amendment,
15 \$25;

- 16 (4) filing certificates of cancellation, \$25;

- 17 (5) filing an application for use or--change of an
18 assumed name pursuant to Section 108 of this Act, \$150 \$20
19 ~~plus-\$2.50~~ for each year ~~month~~ or part thereof ending in 0 or
20 5, \$120 for each year or part thereof ending in 1 or 6, \$90
21 for each year or part thereof ending in 2 or 7, \$60 for each
22 year or part thereof ending in 3 or 8, \$30 for each year or
23 part thereof ending in 4 or 9, between--the--date--of--filing
24 ~~such--application--and--the--date--of--the--renewal--of--the--assumed~~
25 ~~name;~~ and a renewal fee for each assumed name, \$150;

- 26 (6) filing a renewal report of a domestic or foreign
27 limited partnership, \$15 if filed as required by this Act,
28 plus \$100 penalty if delinquent;

- 29 (7) filing an application for reinstatement of a
30 domestic or foreign limited partnership, and for issuing a
31 certificate of reinstatement, \$100;

- 32 (8) filing any other document, \$5.

33 (c) The Secretary of State shall charge and collect:

- 34 (1) for furnishing a copy or certified copy of any

1 document, instrument or paper relating to a domestic limited
2 partnership or foreign limited partnership, \$.50 per page,
3 but not less than \$5, and \$5 for the certificate and for
4 affixing the seal thereto; and

5 (2) for the transfer of information by computer process
6 media to any purchaser, fees established by rule.

7 (Source: P.A. 86-820.)

8 (805 ILCS 210/1111)

9 Sec. 1111. Department of Business Services Special
10 Operations Fund.

11 (a) A special fund in the State Treasury is created and
12 shall be known as the Department of Business Services Special
13 Operations Fund. Moneys deposited into the Fund shall,
14 subject to appropriation, be used by the Department of
15 Business Services of the Office of the Secretary of State,
16 hereinafter "Department", to create and maintain the
17 capability to perform expedited services in response to
18 special requests made by the public for same day or 24 hour
19 service. Moneys deposited into the Fund shall be used for,
20 but not limited to, expenditures for personal services,
21 retirement, social security contractual services, equipment,
22 electronic data processing, and telecommunications.

23 (b) The balance in the Fund at the end of any fiscal year
24 shall not exceed \$400,000 and any amount in excess thereof
25 shall be transferred to the General Revenue Fund.

26 (c) All fees payable to the Secretary of State under this
27 Section shall be deposited into the Fund. No other fees or
28 charges taxes collected under this Act shall be deposited
29 into the Fund.

30 (d) "Expedited services" means services rendered within
31 the same day, or within 24 hours from the time, the request
32 therefor is submitted by the filer, law firm, service
33 company, or messenger physically in person, or at the

1 Secretary of State's discretion, by electronic means, to the
 2 Department's Springfield Office or Chicago Office and
 3 includes requests for certified copies, photocopies, and
 4 certificates of existence or abstracts of computer record
 5 made to the Department's Springfield Office in person or by
 6 telephone, or requests for certificates of existence or
 7 abstracts of computer record made in person or by telephone
 8 to the Department's Chicago Office.

9 (e) Fees for expedited services shall be as follows:

- 10 Merger or conversion, \$100;
- 11 Certificate of limited partnership, \$50;
- 12 Certificate of amendment, \$50;
- 13 Reinstatement, \$50;
- 14 Application for admission to transact business, \$50;
- 15 Certificate of cancellation of admission, \$50;
- 16 Certificate of existence or abstract of computer record,
- 17 \$10.

18 All other filings, copies of documents, biennial renewal
 19 reports, and copies of documents of canceled limited
 20 partnerships, \$25.

21 (Source: P.A. 91-463, eff. 1-1-00.)

22 Section 30. The Uniform Commercial Code is amended by
 23 changing Section 9-519 and by adding Section 9-528 as
 24 follows:

25 (810 ILCS 5/9-519)

26 (This Section may contain text from a Public Act with a
 27 delayed effective date)

28 Sec. 9-519. Numbering, maintaining, and indexing
 29 records; communicating information provided in records.

30 (a) Filing office duties. For each record filed in a
 31 filing office, the filing office shall:

- 32 (1) assign a unique number to the filed record;

1 (2) create a record, which may be electronic,
 2 microfilm, or otherwise, that bears the number assigned
 3 to the filed record and the date and time of filing;

4 (3) maintain the filed record for public
 5 inspection; and

6 (4) index the filed record in accordance with
 7 subsections (c), (d), and (e).

8 (b) File number. A file number assigned after January
 9 1, 2002, must include a digit that:

10 (1) is mathematically derived from or related to
 11 the other digits of the file number; and

12 (2) aids the filing office in determining whether a
 13 number communicated as the file number includes a
 14 single-digit or transpositional error.

15 (c) Indexing: general. Except as otherwise provided in
 16 subsections (d) and (e), the filing office shall:

17 (1) index an initial financing statement according
 18 to the name of the debtor and index all filed records
 19 relating to the initial financing statement in a manner
 20 that associates with one another an initial financing
 21 statement and all filed records relating to the initial
 22 financing statement; and

23 (2) index a record that provides a name of a debtor
 24 which was not previously provided in the financing
 25 statement to which the record relates also according to
 26 the name that was not previously provided.

27 (d) Indexing: real-property-related financing
 28 statement. If a financing statement is filed as a fixture
 29 filing or covers as-extracted collateral or timber to be cut,
 30 it must be filed for record and the filing office shall index
 31 it:

32 (1) under the names of the debtor and of each owner
 33 of record shown on the financing statement as if they
 34 were the mortgagors under a mortgage of the real property

1 described; and

2 (2) to the extent that the law of this State
3 provides for indexing of records of mortgages under the
4 name of the mortgagee, under the name of the secured
5 party as if the secured party were the mortgagee
6 thereunder, or, if indexing is by description, as if the
7 financing statement were a record of a mortgage of the
8 real property described.

9 (e) Indexing: real-property-related assignment. If a
10 financing statement is filed as a fixture filing or covers
11 as-extracted collateral or timber to be cut, the filing
12 office shall index an assignment filed under Section 9-514(a)
13 or an amendment filed under Section 9-514(b):

14 (1) under the name of the assignor as grantor; and

15 (2) to the extent that the law of this State
16 provides for indexing a record of the assignment of a
17 mortgage under the name of the assignee, under the name
18 of the assignee.

19 (f) Retrieval and association capability. The filing
20 office shall maintain a capability:

21 (1) to retrieve a record by the name of the debtor
22 and by the file number assigned to the initial financing
23 statement to which the record relates; and

24 (2) to associate and retrieve with one another an
25 initial financing statement and each filed record
26 relating to the initial financing statement.

27 (g) Removal of debtor's name. The filing office may not
28 remove a debtor's name from the index until one year after
29 the effectiveness of a financing statement naming the debtor
30 lapses under Section 9-515 with respect to all secured
31 parties of record.

32 (h) Timeliness of filing office performance. The filing
33 office shall perform the acts required by subsections (a)
34 through (e) at the time and in the manner prescribed by

1 filing-office rule, but not later than two business days
2 after the filing office receives the record in question.

3 (i) Inapplicability to real-property-related filing
4 office. Subsections (b) and (h) do not apply to a filing
5 office described in Section 9-501(a)(1).

6 (j) Unless a statute on disposition of public records
7 provides otherwise, if the filing officer has an electronic,
8 microfilm, or other image record to be maintained of the
9 financing statement, continuation statement, statement of
10 assignment, statement of release, termination statement, or
11 any other related document, he or she may remove and destroy
12 the original paper submission.

13 (Source: P.A. 91-893, eff. 7-1-01.)

14 (810 ILCS 5/9-528 new)

15 Sec. 9-528. Liability of filing officer. Neither the
16 filing officer nor any of the filing officer's employees or
17 agents shall be subject to personal liability by reason of
18 any error or omission in the performance of any duty under
19 this Article except in the case of willful and wanton
20 conduct.

21 Section 95. No acceleration or delay. Where this Act
22 makes changes in a statute that is represented in this Act by
23 text that is not yet or no longer in effect (for example, a
24 Section represented by multiple versions), the use of that
25 text does not accelerate or delay the taking effect of (i)
26 the changes made by this Act or (ii) provisions derived from
27 any other Public Act.

28 Section 99. Effective date. This Act takes effect on
29 July 1, 2001.